

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On December 22, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Order Denying Motion to Modify October 13, 2005 Order and to Compel Delphi Corporation to Advance Legal Fees and Costs (Docket No. 6263) [a copy of which is attached hereto as Exhibit D]
- 2) Order Under 11 U.S.C. Section 105(a) and Fed. R. Bankr. P. 2016(a) Authorizing Advancement of Defense Costs Under Debtors' Insurance Policies ("Insurance Proceeds Defense Costs Order") (Docket No. 6264) [a copy of which is attached hereto as Exhibit E]
- 3) Pretrial and Scheduling Order Relating to Debtors' Expedited Motion for Order Authorizing and Approving Equity Purchase and Commitment Agreement Pursuant to 11 U.S.C. Section 105(a), 363(b), 503(b), and 507(a) and Plan Framework and Support Agreement Pursuant to 11 U.S.C. Sections 105(a), 363(b), and 1125(e) (Docket No. 6272) [a copy of which is attached hereto as Exhibit F]
- 4) Motion for Order Under 11 U.S.C. § 1121(D) Extending Debtors' Exclusive Periods Within Which to File and Solicit Acceptances of Reorganization Plan ("Third 1121(D) Exclusivity Extension Motion") (Docket No. 6285) [a copy of which is attached hereto as Exhibit G]

On December 22, 2006, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight delivery:

- 5) Order Denying Motion to Modify October 13, 2005 Order and to Compel Delphi Corporation to Advance Legal Fees and Costs (Docket No. 6263) [a copy of which is attached hereto as Exhibit D]

On December 22, 2006, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via overnight delivery:

- 6) Order Under 11 U.S.C. Section 105(a) and Fed. R. Bankr. P. 2016(a) Authorizing Advancement of Defense Costs Under Debtors' Insurance Policies ("Insurance Proceeds Defense Costs Order") (Docket No. 6264) [a copy of which is attached hereto as Exhibit E]

On December 22, 2006, I caused to be served the document listed below upon the parties listed on Exhibit J hereto via overnight delivery:

- 7) Pretrial and Scheduling Order Relating to Debtors' Expedited Motion for Order Authorizing and Approving Equity Purchase and Commitment Agreement Pursuant to 11 U.S.C. Section 105(a), 363(b), 503(b), and 507(a) and Plan Framework and Support Agreement Pursuant to 11 U.S.C. Sections 105(a), 363(b), and 1125(e) (Docket No. 6272) [a copy of which is attached hereto as Exhibit F]

Dated: December 26, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 26th day of December, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: */s/ Sarah Frankel*

Commission Expires: *12/23/08*

EXHIBIT A

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|--------------------------------|---------------------|--------------|-------|------------|------------------------------|------------------------------|--|---|
| Brown Rudnick Berlack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | 212-2094801 | rstark@brownrudnick.com | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | 212-695-5436 | bsimon@cwsny.com | |
| Curtis, Mallet-Prevost, Colt & mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 2126966000 | 2126971559 | sreisman@cm-p.com | Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | 248-813-2670 | sean.p.corcoran@delphi.com karen.j.craft@delphi.com | Debtors |
| Electronic Data Systems Corp. | Michael Nefkens | 5505 Corporate Drive MSIA | | Troy | MI | 48098 | 248-696-1729 | 248-696-1739 | mike.nefkens@eds.com | Creditor Committee Member |
| Flextronics International Flextronics International USA, Inc. | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | 303-927-4853 | 303-652-4716 | cschiff@flextronics.com | Counsel to Flextronics International |
| | Paul W. Anderson | 2090 Fortune Drive | | San Jose | CA | 95131 | 408-428-1308 | | paul.anderson@flextronics.com | Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III | 6501 William Cannon Drive West | MD: OE16 | Austin | TX | 78735 | 512-895-6357 | 512-895-3090 | trey.chambers@freescale.com | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | rodbuie@ffhsj.com silviri@ffhsj.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-2471010 | 212-841-9350 | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kincey Avenue | | Huntersville | NC | 28078 | 704-992-5075 | 866-585-2386 | valerie.venable@ge.com | Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | 1701 Pennsylvania Avenue, NW | | Washington | DC | 20006 | 202-857-0620 | 202-659-4503 | lhassel@groom.com | Counsel to Employee Benefits |
| Hodgson Russ LLP | Stephen H. Gross | 152 West 57th Street | 35th Floor | New York | NY | 10019 | 212-751-4300 | 212-751-0928 | sgross@hodgsonruss.com | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | fgorman@honigman.com | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | rweiss@honigman.com | Counsel to General Motors Corporation |
| Internal Revenue Service | Attn: Insolvency Department, Maria Valerio | 290 Broadway | 5th Floor | New York | NY | 10007 | 212-436-1038 | 212-436-1931 | mariaivalerio@irs.gov | IRS |
| Internal Revenue Service | Attn: Insolvency Department | 477 Michigan Ave | Mail Stop 15 | Detroit | MI | 48226 | 313-628-3648 | 313-628-3602 | | Michigan IRS |
| IUE-CWA | Conference Board Chairman | 2360 W. Dorothy Lane | Suite 201 | Dayton | OH | 45439 | 937-294-7813 | 937-294-9164 | | Creditor Committee Member |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY | 10022 | 212-284-2521 | 212-284-2470 | bderrough@jefferies.com | UCC Professional |
| JPMorgan Chase Bank, N.A. | Thomas F. Maher, Richard Duker, Gianni Russelllo | 270 Park Avenue | | New York | NY | 10017 | 212-270-0426 | 212-270-0430 | thomas.f.maher@chase.com richard.duker@jpmorgan.com gianni.russello@jpmorgan.com | Postpetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Vilma Francis | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | vilma.francis@jpmorgan.com | Prepetition Administrative Agent |
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| Kramer Levin Naftalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | tmayer@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kurtzman Carson Consultants | James Le | 12910 Culver Blvd. | Suite I | Los Angeles | CA | 90066 | 310-751-1511 | 310-751-1561 | jle@kcclc.com | Noticing and Claims Agent |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |
| Law Debenture Trust of New York | Patrick J. Healy | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | patrick.healy@lawdeb.com | Indenture Trustee |

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|-----------------------------|--------------|---------------|-------|------------|--------------|--------------|--|---|
| Law Debenture Trust of New York | Daniel R. Fisher | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | daniel.fisher@lawdeb.com | Indenture Trustee |
| McDermott Will & Emery LLP | David D. Cleary | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | dcleary@mwe.com | Counsel to Rectel North America, Inc. |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | jdejonker@mwe.com | Counsel to Rectel North America, Inc. |
| McDermott Will & Emery LLP | Mohsin N. Khambati | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | mkhambati@mwe.com | Counsel to Rectel North America, Inc. |
| McDermott Will & Emery LLP | Peter A. Clark | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | pclark@mwe.com | Counsel to Rectel North America, Inc. |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | bmctigue@mctiquelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | conh@mctiquelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesirow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | lszlezinger@mesirowfinancial.com | UCC Professional |
| Milbank Tweed Hadley & McCloy LLP | Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq | 601 South Figueroa Street | 30th Floor | Los Angeles | CA | 90017 | 213-892-4000 | 213-629-5063 | gbray@milbank.com tkreller@milbank.com itill@milbank.com | Counsel to Cerberus Capital Management LP and Dolce Investments LLC |
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| Office of New York State | Attorney General Eliot Spitzer | 120 Broadway | | New York City | NY | 10271 | 212-416-8000 | 212-416-6075 | ServeAG@oag.state.ny.us | New York Attorney General's Office |
| O'Melveny & Myers LLP | Robert Siegel | 400 South Hope Street | | Los Angeles | CA | 90071 | 213-430-6000 | 213-430-6407 | rsiegel@omm.com | Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jerman, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | 202-383-5414 | tjerman@omm.com | Special Labor Counsel |
| Pension Benefit Guaranty Corporation | Ralph L. Landy | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005-4026 | 2023264020 | 2023264112 | landy.ralph@pbgc.gov | Chief Counsel to the Pension Benefit Guaranty Corporation |
| Pension Benefit Guaranty Corporation | Jeffrey Cohen | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-326-4020 | 202-326-4112 | garrick.sandra@pbgc.gov efile@pbgc.gov | Counsel to Pension Benefit Guaranty Corporation |
| Phillips Nizer LLP | Sandra A. Riemer | 666 Fifth Avenue | | New York | NY | 10103 | 212-841-0589 | 212-262-5152 | sriemer@phillipsnizer.com | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Rothchild Inc. | David L. Resnick | 1251 Avenue of the Americas | | New York | NY | 10020 | 212-403-3500 | 212-403-5454 | david.resnick@us.rothschild.com | Financial Advisor |
| Seyfarth Shaw LLP | Robert W. Dremluk | 1270 Avenue of the Americas | Suite 2500 | New York | NY | 10020-1801 | 2122185500 | 2122185526 | rdremluk@seyfarth.com | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc. |
| Shearman & Sterling LLP | Douglas Bartner, Jill Frizzley | 599 Lexington Avenue | | New York | NY | 10022 | 212-8484000 | 212-848-7179 | dbartner@shearman.com jfrizzley@shearman.com | Local Counsel to the Debtors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | 212-455-2502 | kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com | Counsel to Debtor's Preparation Administrative Agent, JPMorgan Chase Bank, N.A. |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meisler | 333 W. Wacker Dr. | Suite 2100 | Chicago | IL | 60606 | 312-407-0700 | 312-407-0411 | jbutler@skadden.com ljlyons@skadden.com rmeisler@skadden.com | Counsel to the Debtor |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | 212-735-3000 | 212-735-2000 | kmarafio@skadden.com tmatz@skadden.com | Counsel to the Debtor |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | ddoyle@spencerfane.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Spencer Fane Britt & Browne LLP | Nicholas Franke | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | nfranke@spencerfane.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stevens & Lee, P.C. | Chester B. Salomon, Constantine D. Pourakis | 485 Madison Avenue | 20th Floor | New York | NY | 10022 | 2123198500 | 2123198505 | cp@stevenslee.com cs@stevenslee.com | Counsel to Wamco, Inc. |

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|------------------------------|---|---------------------------|--------------------------|------------|-------|------------|--------------|---|--|---|
| Togut, Segal & Segal LLP | Albert Togut | One Penn Plaza | Suite 3335 | New York | NY | 10119 | 212-594-5000 | 212-967-4258 | altogut@teamtogut.com | Conflicts Counsel to the Debtors |
| Tyco Electronics Corporation | MaryAnn Brereton, Assistant General Counsel | 60 Columbia Road | | Morristown | NJ | 7960 | 973-656-8365 | 973-656-8805 | | Creditor Committee Member |
| United States Trustee | Alicia M. Leonhard | 33 Whitehall Street | 21st Floor | New York | NY | 10004-2112 | 212-510-0500 | 212-668-2255 does not take service via fax | | Counsel to United States Trustee |
| Warner Stevens, L.L.P. | Michael D. Warner | 1700 City Center Tower II | 301 Commerce Street | Fort Worth | TX | 76102 | 817-810-5250 | 817-810-5255 | mwarner@warnerstevens.com | Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors |
| Weil, Gotshal & Manges LLP | Jeffrey L. Tanenbaum, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | jeff.tanenbaum@weil.com | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Martin J. Bienenstock, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | martin.bienenstock@weil.com | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Michael P. Kessler, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | michael.kessler@weil.com | Counsel to General Motors Corporation |
| Wilmington Trust Company | Steven M. Cimalore | Rodney Square North | 1100 North Market Street | Wilmington | DE | 19890 | 302-636-6058 | 302-636-4143 | scimalore@wilmingtontrust.com | Creditor Committee Member/Indenture Trustee |

EXHIBIT B

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|--------------------------------|---------------------|--------------|---------------|------------------------------|------------------------------|--|---|
| Brown Rudnick Berlack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY 10036 | 212-209-4800 | 212-2094801 | rstark@brownrudnick.com | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY 10036 | 212-356-0231 | 212-695-5436 | bsimon@cwsny.com | |
| Curtis, Mallet-Prevost, Colt & mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY 10178-0061 | 2126966000 | 2126971559 | sreisman@cm-p.com | Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI 48098 | 248-813-2000 | 248-813-2670 | sean.p.corcoran@delphi.com karen.j.craft@delphi.com | Debtors |
| Electronic Data Systems Corp. | Michael Nefkens | 5505 Corporate Drive MSIA | | Troy | MI 48098 | 248-696-1729 | 248-696-1739 | mike.nefkens@eds.com | Creditor Committee Member |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO 80021 | 303-927-4853 | 303-652-4716 | cschiff@flextronics.com | Counsel to Flextronics International |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortune Drive | | San Jose | CA 95131 | 408-428-1308 | | paul.anderson@flextronics.com | Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III | 6501 William Cannon Drive West | MD: OE16 | Austin | TX 78735 | 512-895-6357 | 512-895-3090 | trey.chambers@freescale.com | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski | One New York Plaza | | New York | NY 10004 | 212-859-8000 | 212-859-4000 | rodbuje@ffhsj.com silviri@ffhsj.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY 10036 | 212-2471010 | 212-841-9350 | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kincey Avenue | | Huntersville | NC 28078 | 704-992-5075 | 866-585-2386 | valerie.venable@ge.com | Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | 1701 Pennsylvania Avenue, NW | | Washington | DC 20006 | 202-857-0620 | 202-659-4503 | lhassel@groom.com | Counsel to Employee Benefits |
| Hodgson Russ LLP | Stephen H. Gross | 152 West 57th Street | 35th Floor | New York | NY 10019 | 212-751-4300 | 212-751-0928 | sgross@hodgsonruss.com | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI 48226-3583 | 313-465-7000 | 313-465-8000 | fgorman@honigman.com | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI 48226-3583 | 313-465-7000 | 313-465-8000 | rweiss@honigman.com | Counsel to General Motors Corporation |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY 10022 | 212-284-2521 | 212-284-2470 | bderrrough@jefferies.com | UCC Professional |
| JPMorgan Chase Bank, N.A. | Thomas F. Maher, Richard Duker, Gianni Russello | 270 Park Avenue | | New York | NY 10017 | 212-270-0426 | 212-270-0430 | thomas.f.maher@chase.com richard.duker@jpmorgan.com gianni.russello@jpmorgan.com | Postpetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Vilma Francis | 270 Park Avenue | | New York | NY 10017 | 212-270-5484 | 212-270-4016 | vilma.francis@jpmorgan.com | Prepetition Administrative Agent |
| Kramer Levin Naftalis & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY 10036 | 212-715-9100 | 212-715-8000 | gnovod@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Naftalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY 10036 | 212-715-9100 | 212-715-8000 | tmayer@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
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| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY 10022 | 212-906-1370 | 212-751-4864 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |
| Law Debenture Trust of New York | Daniel R. Fisher | 767 Third Ave. | 31st Floor | New York | NY 10017 | 212-750-6474 | 212-750-1361 | daniel.fisher@lawdeb.com | Indenture Trustee |
| Law Debenture Trust of New York | Patrick J. Healy | 767 Third Ave. | 31st Floor | New York | NY 10017 | 212-750-6474 | 212-750-1361 | patrick.healy@lawdeb.com | Indenture Trustee |
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| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL 60606 | 312-372-2000 | 312-984-7700 | jdejonker@mwe.com | Counsel to Recticel North America, Inc. |

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|-----------------------------|---------------------|---------------|-------|------------|--------------|--------------|--|---|
| McDermott Will & Emery LLP | Peter A. Clark | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | pclark@mwe.com | Counsel to Recticel North America, Inc. |
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| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | cohn@mctiquelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesirow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | lszlezinger@mesirowfinancial.com | UCC Professional |
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| Morrison Cohen LLP | Joseph T. Moldovan, Esq. | 909 Third Avenue | | New York | NY | 10022 | 2127358603 | 9175223103 | jmoldovan@morrisoncohen.com | Counsel to Blue Cross and Blue Shield of Michigan |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | 212-336-1323 | newyork@sec.gov | Securities and Exchange Commission |
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| Warner Norcross & Judd LLP | Michael G. Cruse | 2000 Town Center | Suite 2700 | Southfield | MI | 48075 | | 248-784-5131 | 248-603-9631 | mcCruse@wnj.com | Counsel to Compuware Corporation |
| Warner Stevens, L.L.P. | Michael D. Warner | 301 Commerce Street | Suite 1700 | Fort Worth | TX | 76102 | | 817-810-5250 | 817-810-5255 | mwarner@warnerstevens.com | Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C. |
| Weiland, Golden, Smiley, Wang Ekwall & Strok, LLP | Lei Lei Wang Ekwall | 650 Town Center Drive | Suite 950 | Costa Mesa | CA | 92626 | | 714-966-1000 | 714-966-1002 | lekwall@wgllp.com | Counsel to Toshiba America Electronic Components, Inc. |
| Weinstein, Eisen & Weiss LLP | Aram Ordubegian | 1925 Century Park East | #1150 | Los Angeles | CA | 90067 | | 310-203-9393 | 310-203-8110 | arordubegian@weinleisen.com | Counsel to Orbotech, Inc. |
| Weltman, Weinberg & Reis Co., L.P.A. | Geoffrey J. Peters | 175 South Third Street | Suite 900 | Columbus | OH | 43215 | | 614-857-4326 | 614-222-2193 | gpeters@weltman.com | Counsel to Seven Seventeen Credit Union |
| White & Case LLP | Glenn Kurtz | 1155 Avenue of the Americas | | New York | NY | 10036-2787 | | 212-819-8200 | | gkurtz@ny.whitecase.com | Counsel to Appaloosa Management, LP |
| White & Case LLP | Thomas Lauria | Wachovia Financial Center | 200 South Biscayne Blvd., Suite 4900 | Miami | FL | 33131 | | 305-371-2700 | 305-358-5744 | tlauria@whitecase.com | Counsel to Appaloosa Management, LP |
| Whyte, Hirschboeck Dudek S.C. | Bruce G. Arnold | 555 East Wells Street | Suite 1900 | Milwaukee | WI | 53202-4894 | | 414-273-2100 | 414-223-5000 | barnold@whdlaw.com | Counsel to Schunk Graphite Technology |
| Winstead Sechrest & Minick P.C. | Berry D. Spears | 401 Congress Avenue | Suite 2100 | Austin | TX | 78701 | | 512-370-2800 | 512-370-2850 | bspears@winstead.com | Counsel to National Instruments Corporation |
| Winstead Sechrest & Minick P.C. | R. Michael Farquhar | 5400 Renaissance Tower | 1201 Elm Street | Dallas | TX | 75270 | | 214-745-5400 | 214-745-5390 | mfarquhar@winstead.com | Counsel to National Instruments Corporation |
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| Winthrop Couchot Professional Corporation | Sean A. O'Keefe | 660 Newport Center Drive | 4th Floor | Newport Beach | CA | 92660 | | 949-720-4100 | 949-720-4111 | sokeefe@winthropcouchot.com | Counsel to Metal Surfaces, Inc. |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|------------------------------|----------------|----------------------|----------|----------|-------|-------|---------|--------------|--------------|--|---|
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| Zeichner Ellman & Krause LLP | Stuart Krause | 575 Lexington Avenue | | New York | NY | 10022 | | 212-223-0400 | 212-753-0396 | skrause@zeklaw.com | Counsel to Toyota Tsusho America, Inc. |

EXHIBIT C

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | PARTY / FUNCTION |
|--|--------------------------------|----------------------------------|-------------|------------------|-------|------------|--------------|--|
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| Cage Williams & Abelman, P.C. | Steven E. Abelman | 1433 Seventeenth Street | | Denver | CO | 80202 | 303-295-0202 | Counsel to United Power, Inc. |
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| Dykema Gossett PLLC | Gregory J. Jordan | 10 Wacker | Suite 2300 | Chicago | IL | 60606 | 312-627-2171 | Counsel to Tremont City Barrel Fill PRP Group |
| Genovese Joblove & Battista, P.A. | Craig P. Rieders, Esq. | 100 S.E. 2nd Street | Suite 4400 | Miami | FL | 33131 | 305-349-2300 | Counsel to Ryder Integrated Logistics, Inc. |
| Grant & Eisenhofer P.A. | Geoffrey C. Jarvis | 1201 North Market Street | Suite 2100 | Wilmington | DE | 19801 | 302-622-7000 | Counsel to Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP |
| Jason, Inc. | Beth Klimczak, General Counsel | 411 E. Wisconsin Ave | Suite 2120 | Milwaukee | WI | 53202 | | General Counsel to Jason Incorporated |
| Johnston, Harris Gerde & Komarek, P.A. | Jerry W. Gerde, Esq. | 239 E. 4th St. | | Panama City | FL | 32401 | 850-763-8421 | Counsel to Peggy C. Brannon, Bay County Tax Collector |
| Kirkland & Ellis LLP | Geoffrey A. Richards | 200 East Randolph Drive | | Chicago | IL | 60601 | 312-861-2000 | Counsel to Lunt Manufacturing Company |
| Lord, Bissell & Brook LLP | Rocco N. Covino | 885 Third Avenue | 26th Floor | New York | NY | 10022-4802 | 212-812-8340 | Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc. |
| Miami-Dade County Tax Collector | Metro-Dade Paralegal Unit | 140 West Flagler Street | Suite 1403 | Miami | FL | 33130 | 305-375-5314 | Paralegal Collection Specialist for Miami-Dade County |
| North Point | Michelle M. Harner | 901 Lakeside Avenue | | Cleveland | OH | 44114 | 216-586-3939 | Counsel to WL. Ross & Co., LLC |
| O'Rourke Katten & Moody | Michael C. Moody | 161 N. Clark Street | Suite 2230 | Chicago | IL | 60601 | 312-849-2020 | Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services |
| Paul, Weiss, Rifkind, Wharton & Garrison | Curtis J. Weidler | 1285 Avenue of the Americas | | New York | NY | 10019-6064 | 212-373-3157 | Counsel to Ambrake Corporation; Akebono Corporation |
| Professional Technologies Services | John V. Gorman | P.O. Box #304 | | Frankenmuth | MI | 48734 | 989-385-3230 | Corporate Secretary for Professional Technologies Services |
| Republic Engineered Products, Inc. | Joseph Lapinsky | 3770 Embassy Parkway | | Akron | OH | 44333 | 330-670-3004 | Counsel to Republic Engineered Products, Inc. |

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | PARTY / FUNCTION |
|---------------------------------|--------------------------------------|-------------------------|------------|-------------|-------|-------|--------------|---|
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| | | | | | | | | Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. a |
| Stroock & Stroock & Lavan, LLP | Joseph G. Minias | 180 Maiden Lane | | New York | NY | 10038 | 212-806-5400 | |
| Traub, Bonaquist & Fox LLP | Maura I. Russell Wendy G. Marcaro | 655 Third Avenue | 21st Floor | New York | NY | 10017 | 212-476-4770 | Counsel to SPCP Group LLC |
| WL Ross & Co., LLC | Oscar Iglesias | 600 Lexington Avenue | 19th Floor | New York | NY | 10022 | 212-826-1100 | Counsel to WL. Ross & Co., LLC |

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----x

**ORDER DENYING MOTION TO MODIFY OCTOBER 13, 2005 ORDER AND TO
COMPEL DELPHI CORPORATION TO ADVANCE LEGAL FEES AND COSTS**

Upon the Motion Of Creditors/Interested Parties John Blahnik, Paul Free, Milan Belans, Laura Marion, Peter Janak, And Cathy Rozanski To Modify October 13, 2005 Order, And To Compel Delphi Corporation To Advance Legal Fees and Costs ("Advancement Motion") (Docket No. 5354), dated October 18, 2006; and upon the objection to the Advancement Motion filed on November 22, 2006 by Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") (Docket No. 5780); and upon the objection to the Advancement Motion of the Official Committee of Equity Security Holders (Docket No. 5754), dated November 22, 2006; and upon the record of the hearing held on the Advancement Motion; and it appearing that proper and adequate notice of the Advancement Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Advancement Motion is DENIED in all respects.

Dated: New York, New York
December 21, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----x

ORDER UNDER 11 U.S.C. § 105(a) AND FED. R. BANKR. P.
2016(a) AUTHORIZING ADVANCEMENT OF DEFENSE
COSTS UNDER DEBTORS' INSURANCE POLICIES

("INSURANCE PROCEEDS DEFENSE COSTS ORDER")

Upon the Motion Of Certain Former Employees Of Debtor For Limited Relief
From The Automatic Stay, To The Extent Applicable, To Pay And/Or Advance Defense Costs
Under The Debtors' Insurance Policies (the "Insurance Motion") (Docket No. 5360), dated
October 18, 2006; and upon the response and limited objection to the Insurance Motion, dated
November 22, 2006 (the "Debtors' Response") by Delphi Corporation and certain of its
subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases
(collectively, the "Debtors") (Docket No. 5778); and upon the limited response of lead plaintiffs
in the pending multidistrict litigation, dated November 22, 2006 (Docket No. 5633); and upon
the objection of the Official Committee of Equity Security Holders dated November 22, 2006
(Docket No. 5750); and upon the record of the hearing held on the Insurance Motion; and this
Court having determined that a partial grant of the relief requested in the Insurance Motion, as
set forth fully below, is in the best interests of the Debtors, their estates, their creditors, and other
parties-in-interest; and it appearing that proper and adequate notice of the Insurance Motion has

been given and that no other or further notice is necessary; and upon finding that a sufficient showing of subject matter jurisdiction over the insurance policies, as defined below, has been made to enter this provisional order without prejudice to any party's right to address or contest, at a later time, subject to Paragraph 2.e. below, the issue of whether any proceeds of the policies should be deemed property of the Debtors' estates; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Insurance Motion is GRANTED in part, pursuant to 11 U.S.C. § 362(d) (to the extent it may apply) or otherwise pursuant to 11 U.S.C. § 105(a), only to the extent expressly set forth herein and is otherwise DENIED.
2. The Movants and other similarly situated insureds are hereby authorized to seek advancement from the proceeds of insurance policies No. 931-88-56 (the "D&O Policy") and No. 931-88-61 (the "Fiduciary Policy") (together, the "Policies") issued to the Debtors by National Union Fire Insurance Company of Pittsburgh, Pa. (the "Insurer"), and the Insurer is hereby permitted, but not required, to grant advancements (the "Advancements") for "Defense Costs," as defined by the terms of the Policies, actually and reasonably incurred in connection with any Claim entitled to coverage under the terms of the Policies, including, but not limited to, Claims in connection with the pending shareholder class action suits, ERISA class action suits, the investigation and any subsequent legal proceeding by the Department of Justice, and/or the investigation and enforcement action commenced by the Securities and Exchange Commission referenced in the Insurance Motion and the Debtors' Response. Advancements made pursuant to the terms of this Order shall be subject to the following terms and conditions:

- a. any Advancements by the Insurer shall not modify, amend, abridge, or compromise any term, condition, limitation, or right (including any right to alternative dispute resolution), either express or implied by operation of law, contained in the D&O Policy or the Fiduciary Policy. Subject to paragraph 2.e. below, all disputes between the parties about such matters, if any, and as appropriate, shall be addressed at a later date;
- b. any Advancements by the Insurer under the terms of this Order shall not modify, amend, abridge, compromise, or deprive any interested party of any right, protection, burden, obligation, or duty otherwise applicable or available under the Bankruptcy Code, or any other federal, state, local, or common law, statute, regulation, or ordinance. Subject to paragraph 2.e. below, all disputes between the parties about such matters, if any, and as appropriate, shall be addressed at a later date;
- c. from the date of the entry of this Order, during the pendency of these chapter 11 cases, and pursuant to the authority and discretion granted to this Court by section 105 of the Bankruptcy Code and Bankruptcy Rule 2016(a), the Movants (and any other similarly situated insureds who receive any advancements under the Policies) shall ensure that reports are submitted to the Debtors and the Official Committee of Unsecured Creditors setting forth the amounts (if any) actually disbursed from the Policies, not less frequently than the tenth day following the close of every calendar month (the "Periodic Reports");
- d. all Advancements of defense costs by the Insurer under the terms of this Order shall be capped at an aggregate amount of \$5,000,000, without prejudice to the rights of the Movants, the Debtors, or any other parties-in-interest to seek or oppose additional advancements if and when this aggregate amount has been expended; and

e. subject to Paragraph 8 of the D&O Policy, and paragraph 2(c) of the Fiduciary Policy, any Advancements of defense costs by the Insurer at or within the \$5,000,000 aggregate cap shall not be subject to challenge by the Debtors, their estates, their creditors, or other parties-in-interest to this bankruptcy proceeding on any grounds including, but not limited to, any challenge that Advancements improperly dissipated assets of the Debtors' estates, were in violation of the automatic stay, or were not reasonable and necessary within the meaning of the Policies.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and performance of this Order.

4. This Order is entered without prejudice to any party-in-interest's position regarding whether the proceeds of the policies constitute property of the Debtors' estates, and all parties-in-interest reserve their rights with respect to that issue. All disputes between the parties about such matters, if any, and as appropriate, shall be addressed at a later date. Nothing in this Order shall be deemed to represent an adjudication of (or to have res judicata or precedential value concerning) the question of whether the proceeds of the policies are property of the Debtors' estates subject to 11 U.S.C. § 362(a).

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Insurance Motion.

Dated: New York, New York
December 21, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----x

PRETRIAL AND SCHEDULING ORDER RELATING TO DEBTORS'
EXPEDITED MOTION FOR ORDER AUTHORIZING AND APPROVING
EQUITY PURCHASE AND COMMITMENT AGREEMENT PURSUANT TO
11 U.S.C. §§ 105(a), 363(b), 503(b), AND 507(a) AND PLAN FRAMEWORK AND
SUPPORT AGREEMENT PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), AND 1125(e)

Upon the motion, dated December 18, 2006 (the "Motion"), of the debtors and debtors-in-possession in the above-captioned cases (the "Debtors") for an order authorizing and approving the Equity Purchase and Commitment Agreement (as defined in the Motion, the "EPCA") under sections 105(a), 363(b), 503(b), and 507(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005 (the "Bankruptcy Code"), and the Plan Framework and Support Agreement (as defined in the Motion, the "PSA") under sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code (Docket No. 6179); and the Motion having originally been scheduled for hearing on January 5, 2007 pursuant to this Court's December 18, 2006 Order Scheduling Non-Omnibus Hearings On Debtors' Plan Investment And Framework Support Approval Motion And Dip Refinancing Motion (Docket No. 6193); and upon the preliminary and first supplemental objections to the Motion filed by the Official Committee of Unsecured Creditors (the "Creditors' Committee") (Docket No. 6209), the Official Committee of Equity Security Holders (the "Equity Committee") (Docket Nos. 6211 and 6247),

the IUE-CWA (Docket No. 6242), and the Delphi Trade Committee (the "Trade Committee") (Docket No. 6254) (together, the "Objecting Parties"); and the Debtors having conducted a "meet and confer" teleconference on the morning of December 21, 2006 with representatives of the Creditors' Committee, the Equity Committee, General Motors Corporation ("GM"), Appaloosa Management L.P. ("Appaloosa"), and Cerberus Capital Management, L.P. ("Cerberus") regarding discovery requests propounded by the Objecting Parties; and the Court having held a chambers conference (the "Court Conference") regarding discovery disputes on the afternoon of December 21, 2006 in which the Debtors, the Objecting Parties, GM, Appaloosa, and Cerberus participated; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The hearing on the Motion shall be adjourned to January 11, 2007 at 10:00 a.m. (Prevailing Eastern Time).
2. Any objections to the Motion shall be filed by 4:00 p.m. (Prevailing Eastern Time) on January 2, 2007. The deadline for the filing of supplemental objections by any party filing a timely objection, if any, shall be January 8, 2007 at 12:00 noon (Prevailing Eastern Time). The deadline for the filing of a reply by the Debtors, if any, shall be January 10, 2007 at 2:00 p.m. (Prevailing Eastern Time).
3. No later than 5:00 p.m. (Prevailing Eastern Time) on December 26, 2006, the Objecting Parties shall deliver to the Debtors, GM, Appaloosa, and Cerberus a written statement (each, a "Statement") identifying any perceived ambiguities in the EPCA or the PSA. No later than 5:00 p.m. (Prevailing Eastern Time) on December 29, 2006, the Debtors shall

deliver to such Objecting Parties a response to any such Statement, which shall state whether and in what respect they believe that any such ambiguity exists (each, a "Responsive Statement").

4. The Debtors shall produce to and serve upon the Objecting Parties no later than 5:00 p.m. (Prevailing Eastern Time) on December 29, 2006 responses to the Objecting Parties' requests for production of documents; provided, however, that such production to the Trade Committee shall be made only if an appropriate protective order with respect to the Trade Committee shall have been entered prior to that time. In accordance with the limitations established in the Court Conference, the Debtors' production shall consist only of all materials concerning the EPCA and the PSA provided to the Debtors' Board of Directors between September 1, 2006 and December 18, 2006 and all e-mail communications of a substantive nature concerning the EPCA or the PSA between the Debtors, GM, and/or the Plan Investors (as defined in the Motion) between November 1, 2006 and December 18, 2006, it being understood that internal communications within the Debtors (as a group), GM, and the Plan Investors (as a group) are specifically excluded.

5. Depositions of Robert S. ("Steve") Miller, John D. Opie, and John D. Sheehan shall take place and be completed between January 2, 2007 and January 5, 2007, inclusive. Depositions of any other parties shall take place and be completed during the same period; provided, however, that depositions of any GM, Appaloosa, or Cerberus witnesses shall be presumptively scheduled for January 5, 2007 unless all of the parties agree otherwise; provided further, however, that depositions of any GM, Appaloosa, or Cerberus witnesses shall proceed only if the Debtors, GM, Appaloosa, and Cerberus fail to agree on any Responsive Statement. The parties shall use good faith efforts to limit any deposition to five (5) hours. All discovery related to the Motion shall be completed on or before January 5, 2007.

6. The parties participating in the Court Conference shall continue to meet and confer regarding discovery and settlement matters as required under the Case Management Order as supplemented (Docket Nos. 245, 2883, 2995, 3293, 3589, 3629, 3730, 3824, 5401, and 5418). Any unresolved matters will be considered by the Court at a supplemental chambers teleconference to be held at 3:00 p.m. (Prevailing Eastern Time) on December 28, 2006.

Dated: New York, New York
December 22, 2006

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Hearing Date and Time: January 12, 2007 at 10:00 a.m.
Objection Deadline: January 4, 2007 at 4:00 p.m.

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John Wm. Butler, Jr. (JB 4711)
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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
: (Jointly Administered)
Debtors. :
----- x

MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("THIRD 1121(d) EXCLUSIVITY EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and its Affiliate Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases.

2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the "Equity Committee").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is section 1121(d) of the Bankruptcy Code, as amended and in effect on October 8, 2005.

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2005 had global 2005 net sales of approximately \$26.9 billion and global assets of approximately \$17.0 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.² Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

² Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan should enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

13. As set forth in the Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan (Docket No. 4266) entered by this Court on June 19, 2006, the Debtors have the exclusive right to file one or more reorganization plans through and including February 1, 2007 (the "Plan Proposal Period") and the exclusive right to solicit and obtain acceptances for those plans through and including April 2, 2007 (the "Solicitation Period," and, together with the Plan Proposal Period, the "Exclusive Periods").

14. Although the Debtors have publicly projected emergence from bankruptcy by the end of the second quarter in 2007 and remain committed to this timeline, the Debtors believe that a further extension of the Exclusive Periods is prudent and in the bests interests of the estates and their stakeholders because of, among other reasons, the size and complexity of the Debtors' cases and the need to protect the estates against the downside risks that the actions required to be taken under the Framework

Agreements (defined below) and the possibility that the transactions contemplated by the Framework Agreements cannot be consummated, each of which might result in a delay in emergence from bankruptcy. Accordingly by this Motion, the Debtors seek entry of an order further extending (a) the Plan Proposal Period through and including July 31, 2007³ and (b) the Solicitation Period through and including September 30, 2007, to facilitate emergence from bankruptcy before the 2-year anniversary of these cases,⁴ without prejudice to the Debtors' right to seek further extensions of the Exclusive Periods.

Basis For Relief

15. The Exclusive Periods are intended to afford chapter 11 debtors a full and fair opportunity to rehabilitate their businesses and to negotiate and propose a reorganization plan without the deterioration and disruption of their businesses that might be caused by the filing of competing reorganization plans by non-debtor parties. A further extension of the Exclusive Periods is justified by the significant progress the Debtors have made toward reorganization since they last sought an extension of the Exclusive Periods.

After the Debtors adjourned their 1113/1114 Motion⁵ and GM Contract Rejection Motion⁶

³ July 30, 2006, or 180 days after the due diligence period expires, is the current deadline for closing under the EPCA (defined and discussed below). See Section § 12(d)(iii) thereof (attached as Exhibit A to Framework Motion (defined below)). The length of the requested extension, just short of six months, is also consistent with the approximately six-month extensions sought by the Debtors in their two prior motions.

⁴ These cases are not subject to the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005, Pub. L. No. 109-8, 119 Stat. 23 (2005) ("BAPCPA"), most provisions of which became effective in cases commenced on or after October 17, 2005. Thus, these cases are not subject to the 18- and 20-month limitations on plan and solicitation exclusivity found under the current version of 11 U.S.C. § 1121(d)(2).

⁵ See Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 3035).

in June of 2006, they initiated a series of multi-lateral negotiations with their statutory committees, GM, and potential plan investors to formulate a framework to address the Debtors' transformation issues and a potential reorganization plan.

16. These discussions led to the announcement⁷ made by the Debtors on December 18, 2006 that, after intensive negotiations with these various constituencies over this period of months, the Debtors were successful in negotiating a framework for a potential reorganization plan and securing a commitment from an investor group (the "Plan Investors")⁸ to invest substantial sums in the reorganized Debtors. These agreements (the "Framework Agreements") have now been memorialized and on December 18, 2006, the Debtors filed a motion⁹ seeking this Court's approval of the Framework Agreements. Although the Framework Agreements contemplate the need for further negotiation and agreement among various parties, the Framework Agreements represent a major milestone in Delphi's reorganization, illustrate the Debtors' continuing commitment to a consensual

⁶ See Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 3033).

⁷ Delphi's press release issued on December 18, 2006 is attached hereto as Exhibit A.

⁸ As used herein, "Investors" means A-D Acquisition Holdings, LLC (an affiliate of Appaloosa Management L.P. ("Appaloosa")), Harbinger Del-Auto Investment Co. Ltd. (an affiliate of Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger")), Dolce Investments LLC (an affiliate of Cerberus Capital Management, L.P. ("Cerberus")), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"), and UBS Securities LLC ("UBS"). In connection with the EPCA (as defined below), Appaloosa, Harbinger, and Cerberus (collectively, the "Commitment Parties"), are also executing certain equity commitment letters (the "Commitment Letters") in support of the obligations of their respective affiliate Investors under the EPCA. The Investors and the Commitment Parties are collectively referred to herein as the "Plan Investors."

⁹ See Expedited Motion For Order Authorizing And Approving Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) And 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code (Docket No. 6179) (the "Framework Motion").

resolution of the principal issues in their restructuring, and signify demonstrable progress toward a plan of reorganization.

17. The Framework Agreements also provide for the delivery of the Debtors' five-year business plan (which must reflect a settlement with GM) to the Investors and the date by which the Debtors must submit a disclosure statement and plan of reorganization to this Court for approval, the latter date being the later of May 1, 2007 and the first business day that is 120 days after the Investors' due diligence period has expired (the "Due Diligence Expiration Date"). Accordingly, the Debtors require more time than the current Exclusive Periods allow to conduct the further negotiations contemplated by the Framework Agreements, as well as to formulate and submit a disclosure statement and plan of reorganization that conform to the requirements of the Framework Agreements. Although a significant amount of progress has been achieved and the Debtors hope to submit a consensual reorganization plan during the first quarter of 2007, a substantial amount of work remains to be done.

18. The Debtors' good-faith progress toward reorganization and the related contingencies that remain to be resolved, however, are not the only factors that support the Debtors' request to extend the Exclusive Periods. The size and complexity of the Debtors' cases alone justify a further extension of the Exclusive Periods. For example,

- a cursory review of the EPCA and the Plan Framework Support Agreement demonstrate the many barriers to emergence that the Debtors must navigate to successfully implement those two agreements, including: (a) the Debtors must reach an agreement

with GM that is consistent with the Framework Agreements and the potential plan contemplated therein; (b) the Debtors must reach tentative labor agreements with certain of its unions located in the United States that would permit achievement of the transactions contemplated by the Framework Agreements; and (c) timely completion of a due diligence investigation of the Debtors in accordance with the Framework Agreements.

- The Debtors believe that the preliminary objections to the Framework Motion received by the Debtors to date reflect the various stakeholders' efforts to negotiate changes to the Framework Agreements to their advantage. The four objections received to date have already necessitated a continuance of the hearing on the Framework Motion to January 11, 2007.¹⁰
- On December 21, 2006, without any prior discussions with the Debtors, Highland Capital Management, L.P. ("Highland Capital") announced¹¹ that it had delivered a letter to Delphi's Board of Directors in opposition to the Framework Agreements, making a proposal that it become the plan investor under the Framework Agreements.

¹⁰ See Pretrial and Scheduling Order Relating to Debtors' Expedited Motion for Order Authorizing and Approving Equity Purchase and Commitment Agreement Pursuant to 11 U.S.C. Section 105(a), 363(b), 503(b), and 507(a) and Plan Framework and Support Agreement Pursuant to 11 U.S.C. Sections 105(a), 363(b), and 1125(e) (Docket No. 6272) (referring to objections at Docket Nos. 6209, 6211, 6247, 6254).

¹¹ Highland Capital's press release and related article from the Wall Street Journal are attached as Exhibit B.

19. The Framework Agreements clearly evidence the fact that the Debtors have not used their exclusivity period to pressure stakeholders to submit to the Debtors' reorganization demands. Instead, the Debtors have actively utilized this period to negotiate the framework terms in good faith with their diverse constituencies. Finally, the Debtors are timely paying their bills, and will continue to do so in reliance on their current \$2.0 billion debtor-in-possession financing facility and their recently proposed refinanced \$4.5 billion debtor-in-possession financing facility.¹²

20. Therefore, the Debtors submit that under these circumstances the Debtors' requested extension of the Plan Proposal Period through July 31, 2007 and the Solicitation Period through September 30, 2007 is justified.

Applicable Authority

21. Section 1121(d) of the Bankruptcy Code permits the court to extend a debtor's exclusive periods upon a demonstration of cause:

On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d). Although the term "cause" is not defined in the statute, the legislative history states that it is intended to be a flexible standard to balance the competing interests of a debtor and its creditors. See H.R. Rep. No. 95-595 at 232 (1977),

¹² See Expedited Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) And Fed. R. Bankr. P. 2002, 4001 And 6004(g) (I) Authorizing Debtors To Obtain Post-Petition Financing And (II) Authorizing Debtors To Refinance Secured Post-Petition Financing And Prepetition Secured Debt (Docket No. 6180).

reprinted in 1978 U.S.C.C.A.N. 5963, 6191 (bankruptcy courts are given flexibility to increase 120-day period depending on circumstances of case). Moreover, whether "cause" exists to extend a debtors' exclusive periods to file and solicit acceptances of a plan is a decision committed to the sound discretion of the bankruptcy court based upon the facts and circumstances of each particular case. See In re Texaco, Inc., 76 B.R. 322, 325 (Bankr. S.D.N.Y. 1987). In determining whether a debtor has had an adequate opportunity to negotiate a plan of reorganization and solicit acceptances thereof, a court should consider a variety of factors to assess the totality of circumstances. See In re Ames Dep't Stores, Inc., 1991 WL 259036, at *2 (S.D.N.Y. Nov. 25, 1991); In re McLean Indus., Inc., 87 B.R. 830, 833-34 (Bankr. S.D.N.Y. 1987).

22. The court in McLean Indus. identified the following factors as relevant to the determination of "cause" to extend a debtor's Exclusive Periods:

- (a) the existence of good faith progress toward reorganization;
- (b) existence of an unresolved contingency;
- (c) the size and complexity of the debtor's case;
- (d) a finding that the debtor is not seeking to extend exclusivity to pressure creditors "to accede to [the Debtor's] reorganization demands"; and
- (e) the fact that the debtor is paying its bills as they come due.

In re McLean Indus., 87 B.R. at 834; accord In re Hoffinger Indus., Inc., 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003) (stating that not all factors "are relevant in every case" and court has discretion to "decide which factors are relevant and give the appropriate weight to each").

When evaluating these factors, the goal is to determine whether a debtor has had a reasonable opportunity to negotiate an acceptable plan with various interested parties and

to prepare adequate financial and non-financial information concerning the ramifications of any proposed plan for disclosure to creditors. See, e.g., In re McLean, 87 B.R. at 833-34; In re Texaco, 76 B.R. at 326.

23. In other cases of similar size and complexity to the Debtors' cases, courts have extended the debtors' exclusivity rights to propose a plan of reorganization for periods similar to those requested by the Debtors. See, e.g., In re Delaco Co., Case No. 04-10899 (PCB) (Bankr. S.D.N.Y. 2004) (granting initial extension of five months and total extensions of approximately 16 months); In re Enron, Case. No. 01-16034 (AJG) (Bankr. S.D.N.Y. 2001) (granting initial extension of six months and total extensions of approximately 15 months); In re Bethlehem Steel, Case No. 01-15288 (BRL) (Bankr. S.D.N.Y. 2001) (granting initial extension of five and a half months and total extensions of more than 17 months); In re Kmart Corporation, Case No. 02-02474 (Bankr. N.D. Ill. 2002) (granting initial extension of nine months and aggregate exclusivity for more than 17 months); In re Kaiser Aluminum Corp., Case No. 02-10429 (Bankr. D. Del. 2002) (granting initial extension of six months and total extensions of approximately 43 months). In this case, based upon the preceding factors and in line with other cases of similar size and complexity, sufficient cause exists for a [five]-month extension of the Exclusive Periods.

A. The Debtors Have Made Good-Faith Progress Toward Reorganization

24. An extension of a debtor's exclusive periods also is justified by a debtor's progress in resolving issues facing its creditors and estates. In re Amko Plastics, Inc., 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996). The Debtors' progress in these cases thus far is significant and compels a further extension of the Exclusive Periods.

1. The Framework Discussions

25. The framework discussions commenced in the summer of 2006 provided a vehicle for the Debtors to explore with their statutory committees, GM, and potential plan investors whether any viable path existed toward a comprehensive consensual transaction. As set forth in the Debtors' Framework Motion, after the adjournment of the 1113/1114 Motion and the GM Contract Rejection Motion, the Debtors began to map out several possible alternative means to resolve these chapter 11 cases and provide for a global settlement of disputes among the Debtors, GM, the statutory committees, and various other parties-in-interest. The Debtors conceptualized potential outcomes ranging from litigating the 1113/1114 Motion and the GM Contract Rejection Motion to adjourning the motions and attempting to reach a comprehensive deal with GM and the unions. The Debtors also explored with their statutory committees, an ad hoc committee, and GM multiple alternative paths for achieving the ultimate goals of the Debtors' reorganization. The Debtors, after receiving clear and unequivocal input from GM that it would not explore a consensual path that did not include the determination of GM's net exposure to Delphi and similar input from the statutory committees that they would not consider settling with GM on a consensual path that did not include the determination of anticipated recoveries for creditors and equity interests, decided to seek a comprehensive resolution of the Debtors' transformation plan issues, including eventual resolution of GM and labor issues, through the commencement of "framework" discussions.

26. These framework discussions began in earnest on August 1, 2006 with "leveling-up" meetings between the Debtors and their statutory committees. Promptly thereafter, the Debtors, GM, and the Creditors' Committee began exchanging proposals that addressed such issues as possible capital structures for the reorganized Debtors, disposition of the Debtors' legacy obligations, and various aspects of the Debtors' relationship with GM. Very early in the framework discussions, several of the parties were able to agree upon the potential range of creditor recoveries. By September, certain of the parties were able to agree upon the potential range of recoveries available to shareholders. For these potential recoveries to be realized, however, the framework discussions still needed to address the labor issues, the GM issues, and the business plan for the Debtors that would support these desired recoveries. The Debtors, as well as the other participants in the framework discussions, realized that an outside plan investor would be necessary to achieve the expected results.

2. Identification Of Potential Plan Investors

27. By late September 2006, other stakeholders had joined the discussions. As this Court is aware, Appaloosa has been a very active participant in these chapter 11 cases and has a substantial interest in the outcome of the Debtors' transformation. Because of Appaloosa's status as a significant holder of the Debtors' claims and equity securities, the Debtors and their advisors met several times with representatives from an investor group led by Appaloosa and Harbinger, both separately and together with GM and the statutory committees.

28. At the same time that the Debtors began meeting with Appaloosa and Harbinger, the Debtors with the assistance of their financial advisor and investment banker, Rothschild Inc. ("Rothschild"), continued to explore alternative investment proposals from certain other investors with industry experience. The Debtors worked with these various investor groups to create a limited and focused competitive bidding process. The Debtors also gave the investor groups the opportunity to engage in limited due diligence and to explore the opportunities associated with a transformed Delphi. These framework discussions involved many ideas for a transformed Delphi, all of which the Debtors evaluated carefully with the goal of developing the framework for an eventual reorganization plan. The discussions addressed various matters, including allocation of legacy liabilities; wind down or divestiture of non-core North American facilities; GM contribution and recovery; potential plan treatment for various stakeholders; the anticipated scope of, and potential limitations on, general unsecured claims; future capital structure; and corporate governance upon emergence. This process led to the selection of Appaloosa, Harbinger, and Cerberus (together with Merrill and UBS) as potential plan investors and to the Debtors' decision to pursue earnest negotiation of definitive documents with the Plan Investors to determine if there was a viable transaction that could be accomplished.

3. The Framework Agreements

29. These framework discussions led the Debtors to negotiate two separate but interrelated agreements: the Equity Purchase and Commitment Agreement (together with the Equity Commitment Letters between Delphi and the Commitment Parties, the "EPCA") and the Plan Framework Support Agreement ("PSA"). The EPCA

sets forth the terms and conditions upon which the Plan Investors will (i) commit to purchase \$220,500,000 of common stock in the reorganized Delphi and \$1.2 billion of preferred shares in the reorganized Delphi and (ii) commit to purchasing any unsubscribed shares of common stock in connection with a rights offering to existing common stock holders.¹³

30. The PSA, as well as the economics and structure of the plan framework itself, is expressly conditioned on reaching consensual agreements with Delphi's U.S. labor unions and GM. The PSA outlines certain plan terms, including proposed distributions to be made to creditors and shareholders, the treatment of GM's claim, the resolution of certain pension funding issues, and the corporate governance of the reorganized Debtors. In addition, the PSA describes plan terms related to the terms of the preferred stock to be issued under the plan, the establishment of a joint claims oversight committee, certain corporate governance provisions, and certain conditions precedent to plan effectiveness. The Debtors believe that the Framework Agreements will provide the Debtors with a platform to complete the transactions contemplated therein and will help to bring these chapter 11 cases to a timely close.¹⁴

¹³ The Commitment Letters, in turn, set forth the terms and conditions upon which the Commitment Parties will provide the funding to the Investors that will be necessary to enable the Investors to make the investment called for under the EPCA.

¹⁴ As noted above, Highland Capital has made a proposal, which in its view represents up to a \$4.7 billion equity commitment. In accordance with their fiduciaries duties, the Debtors have begun to evaluate the Highland Capital proposal and to continue that process have scheduled meetings for the first week of January 2007.

4. Ongoing Negotiations With Unions

31. In addition to the issues addressed in the Framework Discussions with other constituencies, the Debtors have continued their discussions with their six U.S. labor unions to achieve the goals of their Transformation Plan.

5. Claims Reconciliation

32. A condition precedent to the effectiveness of the potential plan contemplated by the PSA is that the amount of all trade claims and unsecured claims scheduled or asserted in these cases, as allowed or estimated, will total no more than \$1.7 billion. Although creditors have filed approximately 16,000 proofs of claim asserting more than \$37.0 billion in liquidated amounts plus certain unliquidated amounts, the Debtors have made significant strides in the claims reconciliation process.

33. Between September 19, 2006 and December 8, 2006, the Debtors objected to approximately 8,300 claims totaling approximately \$8.9 billion. To streamline the adjudication or resolution of the remaining claims that the Debtors anticipate disputing, the Debtors obtained Court approval to (i) schedule special hearings to consider contested claims matters, (ii) establish certain procedures governing the filing and contents of responses of claimants to omnibus claims objections, and (iii) establish certain procedures governing the adjudication of contested claims matters and service of omnibus claims objections.

6. Other Matters

34. In addition to the foregoing, since the Debtors last sought an extension of the Exclusivity Periods, the Debtors have also:

- (a) undertaken and consummated the sale of substantially all of the assets of MobileAria, Inc.;
- (b) completed the sale of their New Brunswick, New Jersey battery manufacturing facility to Johnson Controls, Inc.;
- (c) entered into (i) an agreement with Electronic Data Systems Corporation and EDS Information Services, LLC for the outsourcing of global desktops, service desk, and mainframe systems hosting and (ii) an agreement with Hewlett Packard Company which provides for the outsourcing of server systems hosting;
- (d) settled certain claims and allegations asserted by the Securities and Exchange Commission;
- (e) entered into attrition plans with the Debtors' unions under which approximately 83% of the eligible IUE-CWA workforce elected to participate; and
- (f) sought approval to enter into a replacement financing facility which would result in an estimated financing costs savings of approximately \$8 million per month.

35. In summary, the Debtors are clearly making good-faith progress toward their reorganization. Nevertheless the Debtors still have significant tasks to complete before proposing a plan of reorganization.

B. Unresolved Contingencies Still Exist

36. Courts have also cited the need to resolve an important contingency as justification for extending a debtor's exclusivity periods. Under the terms of the PSA, the Debtors must reach agreements with a number of parties and constituencies, including reaching agreements on new or amended collective bargaining agreements with each of their U.S. labor unions and agreements resolving the Debtors' many significant GM-related issues. These issues are significant for both their magnitude and complexity, and amply satisfy the contingency component described in the McLean test.

C. These Cases Are Large And Complex

37. The size and complexity of the Debtors' chapter 11 cases alone constitute sufficient cause to extend the Exclusive Periods. See, e.g., In re Texaco Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987); see also H.R. Rep. No. 595, 95th Cong., 1st Sess. 231, 232, 406 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 6191, 6362 ("[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement."); In re Express One Int'l, Inc., 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996) ("The traditional ground for cause is the large size of the debtor and the concomitant difficulty in formulating a plan of reorganization"). These and other authorities show that in large, complex chapter 11 cases courts consistently extend the debtor's exclusive periods to afford the debtor time to stabilize its business, analyze reliable information to diagnose problems, and formulate a long-term business plan before commencing the plan of reorganization process.

38. The Debtors' cases are indisputably large and the multi-lateral and multi-dimensional scope of actions that must be taken to address Delphi's restructuring requirements are exceedingly complex. A review of certain basic statistics make the foregoing conclusion self-evident:

- (a) as noted above, at the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets;
- (b) the Debtors' global 2005 net sales were approximately \$26.9 billion, and their global assets totaled approximately \$17.0 billion;
- (c) as of the filing, the Debtors employed approximately 50,600 people in the technical centers. Ninety-six percent of the

Debtors' 34,750 hourly employees were represented by approximately 49 different international and local unions under various collective bargaining agreements. The Debtors' foreign entities employed more than 134,000 people supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide;

- (d) as of November 2, 2006, more than 16,000 proofs of claim had been filed. In the aggregate, these proofs of claim and scheduled liabilities assert more than \$37.0 billion in liquidated amounts plus certain unliquidated amounts. Between September and December 2006, the Debtors objected to claims totaling nearly \$8.9 billion (plus additional unliquidated amounts) and this Court granted relief with respect to approximately \$6.4 billion in asserted liquidated claims (plus additional unliquidated claims); and
- (e) in the 14 months since the Debtors' chapter 11 filings, more than 6,180 entries have been filed on the docket, an average of approximately 22 entries per business day.

39. A debtor's chapter 11 case need not even approach the size of these cases to justify an extension of the exclusive periods based on size and complexity. See, e.g., In re United Press Int'l, 60 B.R. 265, 270 (Bankr. D.D.C. 1986) (\$40 million company granted extension of exclusive periods based on size and complexity of case; "In many much smaller cases, involving far less complications, two or three years go by before the debtor is in a position to file a plan"). Thus, by any measure, the Debtors' chapter 11 cases are sufficiently large and complex to warrant an extension of the Exclusive Periods under the foregoing authorities. Moreover, in addition to the typical issues that can be anticipated to arise in a large chapter 11 case, the Debtors face numerous significant issues that are unique to the automobile industry (an industry which, as a whole, is in distress) affecting the Debtors' ability to formulate and execute a viable business plan.

D. The Debtors Are Using Exclusivity For A Proper Purpose

40. Courts have denied extensions of exclusive periods when plan negotiations among parties in interest have broken down and the continuation of exclusivity would merely give the debtor unfair bargaining leverage over the other parties in interest. See In re Lake in the Woods, 10 B.R. 338, 345 (Bankr. E.D. Mich. 1981). Here, the Debtors' request for an extension of the Exclusive Periods is not a negotiation tactic. To the contrary, a further extension would permit the Debtors to continue in their successful efforts to make concrete steps toward formulating and confirming of a viable plan of reorganization.

41. As one example, the Debtors used the current extension period, after consultation with and upon the recommendation of the statutory committees, to seek a comprehensive resolution of the GM and labor issues through the framework discussions. Both statutory committees played an active role in the negotiations and framework discussions with GM and potential plan investors. Although the EPCA and PSA require further agreements among various constituencies, the PSA creates a springboard from which the Debtors, GM and the unions should be able to reach consensus on all remaining issues. Thus, the EPCA and the PSA aptly demonstrate that the Debtors have been using (and will continue to use) exclusivity to negotiate in good faith with their stakeholders.

42. Moreover, the Debtors and their professionals have consistently conferred with their constituencies on all major substantive and administrative matters in these cases, often incorporating other positions in deference to the views of the Creditors' Committee, the Equity Committee, the prepetition and postpetition lenders, their largest shareholders, and the U.S. Trustee. The Debtors will, of course, continue to meet with

each of these constituencies to facilitate constructive and consensual negotiations going forward.

E. The Debtors Are Paying Their Bills As They Come Due

43. Courts considering an extension of exclusivity may also assess a debtor's liquidity and solvency. See In re Ravenna Indus., 20 B.R. 886, 890 (Bankr. N.D. Ohio 1982). The Debtors are paying their bills as they come due.

44. In addition, the Debtors have sought approval of a new debtor-in-possession financing facility, which would refinance their \$2.495 billion prepetition secured debt facilities and their current \$2 billion debtor-in-possession financing facility. The Debtors entertained proposals to refinance their secured facilities in an effort to take advantage of favorable conditions in the capital markets and the positive momentum of their reorganization cases. The result is the proposed refinancing, which will allow the Debtors to satisfy their working capital needs and continue to meet operating expenses on significantly more favorable terms than those contained in the Debtors' current financing facilities. The refinancing proposal would result in decreased financing expenses of approximately \$8 million per month, which would increase the Debtors' liquidity and enable the Debtors to continue to meet their obligations as they come due.

F. The Debtors Have Shown Cause To Further Extend the Exclusive Periods

45. As shown above, the Debtors have made significant and productive strides in these chapter 11 cases. Based on this progress and all the other applicable factors, sufficient cause exists to extend the Exclusive Periods without prejudice to the Debtors' rights to seek a further extension. There is no harm in granting the requested extensions now because they will be without prejudice to the right of any party to request a

termination of exclusivity for cause at any time under section 1121(d) of the Bankruptcy Code. Accordingly, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and other parties-in-interest.

Notice

46. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on March 20, 2006 (Docket No. 2883) ("Supplemental Case Management Order"). In addition, the Debtors have complied with the Supplemental Case Management Order with respect to the filing of this Motion. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

47. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) extending the Debtors' exclusive periods to file and solicit acceptance of a plan of reorganization through and including July 31, 2007 and September 30, 2007, respectively, and (ii) granting the Debtors such other further relief as is just.

Dated: New York, New York
December 22, 2006

SKADDEN, ARPS, SLATE, MEAGHER
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Attorneys for Delphi Corporation, et al.,
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Exhibit A

DELPHI

Driving Tomorrow's Technology

news release

FOR RELEASE: Monday, Dec. 18, 2006

CONTACT: Claudia Piccinin – 248-813-2942
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**INVESTOR GROUP COMMITS UP TO \$3.4 BILLION
EQUITY INVESTMENT IN REORGANIZED DELPHI IN SUPPORT OF
TRANSFORMATION PLAN AND REORGANIZATION FRAMEWORK;
DELPHI ANNOUNCES SEPARATE \$4.5 BILLION DIP LOAN
TRANSACTION TO REFINANCE EXISTING LOAN FACILITIES**

Cerberus Capital Management, L.P. and Appaloosa Management L.P. Lead Investor Group

Delphi Announces Reorganization Framework and Potential Stakeholder Recoveries

*Plan Investment and Reorganization Framework Subject to Conditions Including Reaching
Consensual Agreements with U.S. Labor Unions and General Motors Corporation*

*Delphi and Plan Investors Agree on Separate Executive Chairman /CEO Governance
Structure and Designate O'Neal to Serve as Delphi's CEO at Emergence;
Delphi Determines to Implement New Structure Effective January 1, 2007
with Miller as Executive Chairman and O'Neal as Chief Executive Officer and President*

Plan Investors and General Motors Corporation Sign Plan Framework Support Agreement

*Bankruptcy Court Sets January 5, 2007 Hearing to Consider Approval of Plan Investment
Agreement, Plan Support Agreement and DIP Refinancing*

TROY, Mich. – Delphi Corp. (OTC:DPHIQ) today announced that it has accepted a proposal for an equity purchase and commitment agreement with affiliates of Appaloosa Management L.P., Cerberus Capital Management, L.P., and Harbinger Capital Partners Master Fund I, Ltd., as well as Merrill Lynch & Co. and UBS Securities LLC (collectively, the “Plan Investors”) to invest up to \$3.4 billion in preferred and common equity in the reorganized Delphi to support the company’s transformation plan announced on March 31, 2006 and its plan of reorganization framework agreement also filed today. The Plan Framework Support Agreement, signed by Delphi, the Plan Investors and General Motors Corp. (GM), outlines the expected treatment of the company’s stakeholders in its anticipated plan of reorganization and provides a framework for several other aspects of the company’s Chapter 11 reorganization.



Separately, Delphi accepted a proposal from JPMorgan Chase Bank, N.A. and a group of lenders to refinance in full the company's existing \$2.0 billion DIP facility and approximately \$2.5 billion prepetition revolver and term loan facilities. In recognition of the favorable environment in the capital markets and to minimize transaction fees payable by Delphi, the company has accepted the lenders' undertaking on a best efforts basis without underwriting by the lenders.

The company is filing motions seeking approval of the agreements with the U.S. Bankruptcy Court of the Southern District of New York and will be filing the relevant agreements this week with the Securities and Exchange Commission. The Bankruptcy Court has scheduled a hearing to consider approval of the plan investment, plan support and DIP refinancing agreements at 10:00 a.m. EST on Jan. 5, 2007. Objections, if any, to the agreements must be filed with the Bankruptcy Court by 4:00 p.m. EST on Jan. 2, 2007.

"Today's agreements represent significant milestones in Delphi's reorganization and another major step forward towards emergence from our Chapter 11 reorganization in the U.S.," said Delphi Chairman and CEO Robert S. "Steve" Miller. "Delphi has long emphasized its commitment to pursuing a resolution of the principal issues in our restructuring. The agreements announced today demonstrate real progress toward that objective. The Plan Investors' conditional commitment to invest up to \$3.4 billion in the reorganized company, together with their support of Delphi's transformation plan and our reorganization plan framework, should provide additional confidence to our customers, suppliers, employees and financial stakeholders. Similarly, our new \$4.5 billion DIP financing provides an appropriate foundation from which to negotiate and secure emergence financing. While there is much that remains to be accomplished in our reorganization, Delphi and its stakeholders are together navigating a course that should lead to consensual resolution with our U.S. labor unions and GM while providing an acceptable financial recovery framework for stakeholders."

EQUITY INVESTMENT

Under the terms of the Equity Purchase and Commitment Agreement announced today, the Plan Investors will commit to purchase \$1.2 billion of convertible preferred stock and approximately \$200 million of common stock in the reorganized company. Additionally, the Plan Investors will commit to purchasing any unsubscribed shares of common stock in connection with an approximately \$2.0 billion rights offering that will be made available to existing common stockholders. The rights offering provides that Delphi will distribute certain rights to its existing shareholders to acquire new common stock subject to the effectiveness of a registration statement to be filed with the SEC, approval of the Bankruptcy Court and satisfaction of other terms and conditions. The rights, which would be transferable by the original eligible holders, would permit holders to purchase their pro rata share of new common stock at a discount to anticipated reorganization business enterprise value.

Under the terms of the agreement, the Plan Investors will commit to purchase the number of shares that were offered through the rights offering to eligible holders, but whose rights were not exercised. In the event no other shareholders exercised the rights, the Plan Investors would purchase all of the unsubscribed shares for an amount no greater than approximately \$2.0 billion. Altogether, the Plan Investors could invest up to \$3.4 billion in the reorganized company. The investment agreement is subject to the completion of due diligence to the satisfaction of the Plan Investors in their sole discretion, satisfaction or waiver of numerous other conditions (including Delphi's achievement of consensual agreements with its U.S. labor unions and GM that are acceptable to the Plan Investors in their sole discretion) and the non-exercise by either Delphi or the Plan Investors of certain termination rights, all of which are more fully described in the Equity Purchase and Commitment Agreement.

PLAN OF REORGANIZATION FRAMEWORK

Delphi also filed today a Plan Framework Support Agreement between Delphi, GM, and the Plan Investors, which outlines Delphi's proposed framework for a plan of reorganization. While the plan framework is based on extensive discussions and negotiations among Delphi, GM, the Plan Investors and Delphi's statutory committees conducted since August of this year, not every one of the proposed terms and conditions of the plan framework are necessarily acceptable to Delphi's stakeholders, including the Company's statutory committees, each of which may determine to oppose one or more elements of the framework. The Plan Framework Support Agreement as well as the economics and structure of the plan framework itself are expressly conditioned on reaching consensual agreements with Delphi's U.S. labor unions and GM. Both Delphi and the Plan Investors are permitted to terminate the Equity Purchase and Commitment Agreement (which terminates the Plan Support Agreement) if consensual agreements are not reached with labor and GM by Jan. 31, 2007.

The Plan Framework Support Agreement outlines certain plan terms, including the distributions to be made to creditors and shareholders, the treatment of GM's claim, the resolution of certain pension funding issues, and the corporate governance of the reorganized Debtors.

"This plan framework agreement forms a platform for the resolution of our transformation issues and the formulation of a consensual reorganization plan," Miller said.

The Plan Framework Support Agreement outlines the following treatment of claims and interests in Delphi's chapter 11 plan of reorganization:

- All senior secured debt would be refinanced and paid in full and all allowed administrative and priority claims would be paid in full.

- Trade and other unsecured claims and unsecured funded debt claims would be satisfied in full with \$810 million of common stock (18 million out of a total of 135.3 million shares) in the reorganized Delphi, at a deemed value of \$45 per share, and the balance in cash. The framework requires that the amount of allowed trade and unsecured claims (other than funded debt claims) not exceed \$1.7 billion.
- In exchange for GM's financial contribution to Delphi's transformation plan, and in satisfaction of GM's claims against the company, GM will receive 7 million out of a total of 135.3 million shares of common stock in the reorganized Delphi, \$2.63 billion in cash, and an unconditional release of any alleged estate claims against GM. In addition, as with other customers, certain GM claims would flow-through the chapter 11 cases and be satisfied by the reorganized company in the ordinary course of business. The plan framework anticipates that GM's financial contribution to Delphi's transformation plan would include items to be agreed to between Delphi and GM such as triggering of the GM benefit guarantees; assumption by GM of certain postretirement health and life insurance obligations for certain Delphi hourly employees; provision of flowback opportunities at certain GM facilities for certain Delphi employees; GM's payment of certain retirement incentives and buyout costs under current or certain future attrition programs for Delphi employees; GM's payment of mutually negotiated buy-downs; GM's payment of certain labor costs for Delphi employees; a revenue plan governing certain other aspects of the commercial relationship between Delphi and GM; and GM's support of the wind-down of certain Delphi facilities and the sales of certain Delphi business lines and sites. While the actual value of the potential GM contribution cannot be determined until a consensual resolution with GM is completed, Delphi is aware that GM has publicly estimated its potential exposure related to Delphi's chapter 11 filing.
- All subordinated debt claims would be allowed and satisfied with \$450 million of common stock (10 million out of a total of 135.3 million shares) in the reorganized Delphi, at a deemed value of \$45 per share and the balance in cash.
- Holders of existing equity securities in Delphi would receive \$135 million of common stock (3 million out of a total of 135.3 million shares) in the reorganized Delphi, at a deemed value of \$45 per share, and rights to purchase approximately 57 million shares of common stock in the reorganized Delphi for \$2.0 billion at a deemed exercise price of \$35 per share (subject to the rights offering becoming effective and other conditions).

Delphi cautioned that nothing in the plan investment or plan support agreements, the Court or regulatory filings being made in connection with the agreements or the company's public disclosures (including this press release) shall be deemed to a solicitation to accept or reject a plan in contravention of the Bankruptcy Code nor an offer to sell or a solicitation of an offer to buy any securities of the company.

EMERGENCE CORPORATE GOVERNANCE STRUCTURE

The Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement also include certain corporate governance provisions for the reorganized Delphi. Under the terms of the proposed plan, the reorganized Delphi would be governed by a 12 member Board of Directors, 10 of whom would be independent directors and two of whom would be a new Executive Chairman and a new Chief Executive Officer and President. Most notably as part of the new corporate governance structure, the current Delphi Board of Directors along with the Plan Investors, have mutually recognized that current Delphi President and Chief Operating Officer, Rodney O'Neal, will be appointed CEO and president of the reorganized Delphi no later than the effective date of the plan of reorganization.

Separately, Delphi's Board has decided to make O'Neal's CEO appointment effective Jan. 1, 2007, to allow for the most optimum transition between Miller and O'Neal before the company emerges from bankruptcy. Concurrent with O'Neal's appointment, Miller will become Delphi's first Executive Chair and will continue to oversee the company's chapter 11 reorganization through emergence.

A five member selection committee, consisting of John D. Opie, Delphi Board of Director's lead independent director, a representative of each of Delphi's two statutory committees and a representative of each of Delphi's two lead Plan Investors – Cerberus and Appaloosa -- will select the company's post-emergence Executive Chair as well as four independent directors (one of whom may be from Delphi's current Board of Directors). The two lead Plan Investors must both concur in the selection of the Executive Chair, but do not vote on the four common independent directors and will each appoint three Board members comprising the remaining six members of the new board of directors. The new board of directors must satisfy all exchange/NASDAQ independence requirements. Executive compensation for the reorganized company must be on market terms, must be reasonably acceptable to the Plan Investors, and the overall executive compensation plan design must be described in the company's disclosure statement and incorporated into the plan of reorganization.

PENSION FUNDING

The Plan Framework Support Agreement reaffirms Delphi's earlier commitment to preserve its salaried and hourly defined benefit U.S. pension plans and will include an arrangement to fund approximately \$3.5 billion of its pension obligations. The company agreed that as much as \$2 billion of this amount may be satisfied through GM taking an assignment of Delphi's net pension obligations under applicable federal law. GM will receive a note in the amount of such assignment on market terms that will be paid in full within 10 days following the effective date of a plan of reorganization. Through this funding, Delphi will make up required contributions to the plans that were not made in full during the Chapter 11 process.

The company has previously said that one of the goals of its transformation plan is the retention of existing U.S. defined benefit pension plans for both its hourly and salaried workforce. In order to retain the programs and related benefits accrued, Delphi will freeze the U.S. pension plans no later than at the time of emergence.

"With this funding, Delphi will be able to preserve its pension plans and become fully funded to the extent required by ERISA," said Miller. "While other major Chapter 11 labor transformation cases have regrettably had to terminate their pension plans as part of their restructuring, Delphi has expended a great deal of effort and energy to save our employees' pensions."

EXISTING PREPETITION AND DIP LOAN REFINANCING

Given the current favorable conditions in the capital markets, Delphi will be seeking court approval to enter into a \$4.5 billion replacement DIP financing facility on more favorable terms than the combined DIP and prepetition term and revolver loan facilities that are being replaced. Under the terms of the replacement financing facility, Delphi estimates that it will save approximately \$8 million per month in financing costs. These savings result from the interest rate under the replacement financing facility being lower than the accrual rate for the adequate protection payments in respect of the secured prepetition credit facilities, which the company proposes to repay with a portion of the proceeds of the replacement financing facility.

The savings generated would preserve additional value of the company's estates and would enhance the ability to implement its transformation plan and emerge from chapter 11 protection.

The replacement financing facility will have similar terms as the existing DIP facility, with certain key exceptions, all of which are beneficial for Delphi and its estates. The refinancing of the secured prepetition credit facilities will not impair, in any material respect, the lien priorities of other holders of secured claims relative to such facilities. Details of the replacement financing facility and the existing DIP facility can be found in Delphi's DIP refinancing motion filed with the Court.

CONSENSUAL AGREEMENT STATUS

While there have been continuing discussions with the company's U.S. labor unions and GM, the parties have not reached comprehensive agreements and there are significant differences of views that need to be reconciled in order to achieve consensual agreements in a timeframe that would permit Delphi to preserve the plan investment and plan framework and support agreements announced today.

"While today's agreements are an important step forward in our transformation, we remain keenly focused on reaching a consensual resolution with all of our U.S. unions and GM," Miller said. "Our fiduciary responsibility as debtors-in-possession is to maximize the value of our estates. Although today's court filings represent an encouraging and necessary move closer to emergence, we and our counterparts at the negotiating table must complete our work promptly and on a consensual basis if Delphi is to emerge from chapter 11 during the first half of 2007."

Consistent with its prior practice, the company will not comment further regarding the status or substance of its discussions with GM or its unions while discussions are ongoing.

Delphi's Chapter 11 cases were filed on October 8, 2005, in the United States Bankruptcy Court for the Southern District of New York and were assigned to the Honorable Robert D. Drain under lead case number 05-44481 (RDD). Rothschild Inc. serves as investment banker to Delphi and Skadden, Arps, Slate, Meagher & Flom LLP serves as lead counsel to Delphi on the transactions and in the chapter 11 reorganization cases.

More information on Delphi's U.S. restructuring and access to court documents, the agreements referenced in this press release and other general information about the Chapter 11 cases is available at www.delphidocket.com. Information on the case can also be obtained on the Bankruptcy Court's website with Pacer registration: <http://www.nysb.uscourts.gov>. For more information about Delphi and its operating subsidiaries, visit Delphi's website at www.delphi.com.

FORWARD LOOKING STATEMENT

This press release, as well as other statements made by Delphi, may contain forward-looking statements that reflect, when made, the company's current views with respect to current events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the company's operations and business environment which may cause the actual results of the company to be materially different from any future results, express or implied, by such forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, the following: the ability of the company to continue as a going concern; the ability of the company to operate pursuant to the terms of the debtor-in-possession facility; the company's ability to obtain court approval with respect to motions in the chapter 11 cases prosecuted by it from time to time; the ability of the company to develop, prosecute, confirm and consummate one or more plans of reorganization with respect to the Chapter 11 cases; the company's ability to satisfy the terms and conditions of the Equity Purchase and Commitment Agreement with its Plan Investors; the company's ability to satisfy the terms and conditions of the Plan Framework Support Agreement with GM and its Plan Investors (including the company's ability to achieve consensual agreements with GM and its U.S. labor unions on a timely basis that are acceptable to the Plan Investors in their sole discretion); risks associated with third parties seeking and obtaining court

approval to terminate or shorten the exclusivity period for the company to propose and confirm one or more plans of reorganization, for the appointment of a chapter 11 trustee or to convert the cases to chapter 7 cases; the ability of the company to obtain and maintain normal terms with vendors and service providers; the company's ability to maintain contracts that are critical to its operations; the potential adverse impact of the Chapter 11 cases on the company's liquidity or results of operations; the ability of the company to fund and execute its business plan (including the transformation plan described in Item 1. Business "Potential Divestitures, Consolidations and Wind-Downs" of the Annual Report on Form 10-K for the year ended December 31, 2005 filed with the SEC) and to do so in a timely manner; the ability of the company to attract, motivate and/or retain key executives and associates; the ability of the company to avoid or continue to operate during a strike, or partial work stoppage or slow down by any of its unionized employees; and the ability of the company to attract and retain customers. Other risk factors are listed from time to time in the company's United States Securities and Exchange Commission reports, including, but not limited to the Annual Report on Form 10-K for the year ended December 31, 2005. Delphi disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise.

Similarly, these and other factors, including the terms of any reorganization plan ultimately confirmed, can affect the value of the company's various pre-petition liabilities, common stock and/or other equity securities. Additionally, no assurance can be given as to what values, if any, will be ascribed in the bankruptcy proceedings to each of these constituencies. A plan of reorganization could result in holders of Delphi's common stock receiving no distribution on account of their interests and cancellation of their interests. Under certain conditions specified in the Bankruptcy Code, a plan of reorganization may be confirmed notwithstanding its rejection by an impaired class of creditors or equity holders and notwithstanding the fact that equity holders do not receive or retain property on account of their equity interests under the plan. In light of the foregoing and as stated in its October 8, 2005, press release announcing the filing of its Chapter 11 reorganization cases, the company considers the value of the common stock to be highly speculative and cautions equity holders that the stock may ultimately be determined to have no value. Accordingly, the company urges that appropriate caution be exercised with respect to existing and future investments in Delphi's common stock or other equity interests or any claims relating to pre-petition liabilities.

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Exhibit B

Highland Capital Offers Equity Commitment of up to \$4.7 Billion for Alternative Delphi Reorganization

Thursday December 21, 7:37 am ET

Major Equity Investor Opposes Insider Deal by Investor Group Led by Cerberus and Appaloosa

Highland's Superior Proposal Allows Participation by All Current Stockholders

DALLAS--(BUSINESS WIRE)--Highland Capital Management, L.P. ("Highland Capital") and certain of its affiliates and related entities today announced that they have sent a letter to the Board of Directors of Delphi Corporation ("Delphi" or the "Company") that outlines Highland Capital's opposition to the proposal by a group of investors led by Cerberus Capital Management, L.P. ("Cerberus") and Appaloosa Management L.P. ("Appaloosa") made on December 18, 2006 and offers a superior alternative proposal and up to a \$4.7 billion equity commitment.

Highland Capital believes that, unlike the Appaloosa/Cerberus deal, its proposal is fair to all groups that currently make up Delphi's capital structure, allows participation by all equity holders through a rights offering and will promote good and independent corporate governance for the Company.

Under the Appaloosa/Cerberus deal, Appaloosa, Cerberus, and other select parties would purchase \$1.2 billion in convertible preferred securities and \$200 million in common stock that would not be available to other equity holders, in addition to any unsubscribed shares from a \$2.0 billion rights offering. Highland Capital believes this inside deal would give Appaloosa and Cerberus disproportionate equity ownership at the expense of current stockholders and would immediately deliver a value transfer of approximately \$1 billion to the Appaloosa/Cerberus group. Certain debt holders would also receive cash and equity worth more than 100 cents on the dollar, also at the expense of the common stockholders. In addition, Appaloosa and Cerberus would have effective control of the board through their right to name six of the twelve directors of Delphi, including the board's chairman.

A hearing to consider the Appaloosa/Cerberus deal is scheduled for January 5, 2007, with objections due by January 2, 2007. Highland Capital does not believe this compressed timeframe is conducive to the process required for a board of directors to consider a proposal of this complexity and magnitude.

Highland Capital urges the Delphi Board of Directors to reject the Appaloosa/Cerberus proposal consistent with its fiduciary duties. Under the Highland Capital Proposal:

- All existing stockholders will be able to participate in a \$4.7 billion rights offering. There will be no convertible preferred shares.
- All existing stockholders with more than 0.5% of the common shares will have the right to purchase any unsubscribed shares in the rights offering. Highland Capital will commit to purchase any shares that remain unsubscribed.
- All debt holders and general unsecured claimants will be able to receive par value plus accrued interest. Bondholders will also have the option of continuing to hold their bonds.
- The terms as proposed for the negotiated deal between General Motors (GM) and Delphi, including cash distribution, share allocation and funding of pension obligations, will not change.
- A six-member panel will nominate the Company's twelve-member board. A majority of the panel will be composed of certain participants in the rights offering and a representative from the equity committee. The panel will also include one representative from management and one representative from GM.
- Steve Miller and Rodney O'Neal will hold the same management positions as in the Appaloosa/Cerberus deal. Steve Miller and Rodney O'Neal will also sit on the board.
- The exit and DIP financing under the Appaloosa/Cerberus deal will not change.
- Delphi will maintain the same amount of leverage and debt as in the Appaloosa/Cerberus deal such that there will be no change in the company's credit profile.

Highland Capital believes its commitment should be considered by the Delphi Board and its financial advisors in an orderly and contemplative fashion consistent with the board's fiduciary duty to exercise due care. Highland Capital will file its opposition to the Appaloosa/Cerberus deal with the United States Bankruptcy Court for the Southern District of New York on or before January 2, 2007.

The text of the letter sent today to the Board of Directors of Delphi is as follows:

December 21, 2006

Via Facsimile and Federal Express

Board of Directors
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098

PROPOSAL AND COMMITMENT LETTER FOR UP TO
\$4.7 BILLION COMMON EQUITY COMMITMENT

Gentlemen:

Highland Capital Management, L.P. ("Highland Capital") is an SEC-registered investment adviser specializing in credit, alternative investing and equity investments. Highland Capital currently manages approximately \$35 billion in leveraged loans, high yield bonds, structured products, distressed assets, equity investments and other assets for banks, insurance companies, pension plans, foundations, and endowments. Currently, certain of Highland Capital's affiliates and related entities collectively are the second largest beneficial stockholder in Delphi Corporation ("Delphi") with aggregate holdings of approximately 8.8% of the currently issued and outstanding common stock, par value \$0.01 per share of Delphi. Highland Capital has reviewed the proposal (the "Appaloosa/Cerberus Proposal") recently made by Appaloosa Management, L.P., Cerberus Capital Management, L.P., Harbinger Capital Partners Master Fund I, Ltd., Merrill Lynch & Co. and UBS Securities, LLC. (collectively, the "Appaloosa/Cerberus Group") and supported by Delphi. Highland Capital believes that the Appaloosa/Cerberus Proposal is deficient and not in the best interests of Delphi and its various creditors, stockholders and other parties in interest, including, most importantly, its common stockholders for a number of reasons, including that the existing common stockholders would be significantly diluted and are not entitled to participate in the entire transaction.

Highland Capital, on behalf of itself, certain of its affiliates and related entities as may be designated(1) (collectively, "Highland" or the "Plan Investor"), submits this proposal and commitment (this "Commitment") for a purchase of common equity to Delphi and certain of its United States subsidiaries and affiliates (collectively, the "Company" or "Debtors") that are Chapter 11 Debtors in Possession in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). We believe this Commitment is superior to the Appaloosa/Cerberus Proposal. We believe this Commitment also provides an alternative that is in the best interests of the Company and its various creditors, stockholders and other parties in interest, including, most importantly, its common stockholders.

Pursuant to this Commitment, the Plan Investor will purchase up to \$4.7 billion of new common stock, par value \$0.01 per share (the "Common Stock"), of the reorganized Company to support the Company's transformation plan announced on March 31, 2006 and a plan of reorganization supported by the Plan Investor to be filed by the Company and confirmed in the Company's Chapter 11 Case No. 05-44481 (the "Plan"). Subject to the agreement of the Company to file and seek confirmation of the Plan, the Plan Investor commits to enter into agreements on substantially the same terms and subject to the same applicable conditions as those set forth in the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement that were filed with the Bankruptcy Court on December 18, 2006, except as otherwise specified herein. Subject to the Company's agreement to move forward with respect to this Commitment, the Plan Investor covenants and agrees to proceed along a similar path to plan confirmation as described in, and proposed by, the filings made with the Bankruptcy Court on December 18, 2006, relating to the Appaloosa/Cerberus Proposal.

SUPERIOR OFFER

This Commitment is clearly superior to the Appaloosa/Cerberus Proposal and is in the best interests of the Company and its creditors, stockholders and other parties in interest. This Commitment also maximizes the value of the Company and provides significant benefits to the Company and its various stakeholders by maintaining fairness to all the existing stakeholders in the Company, when compared to the Appaloosa/Cerberus Proposal. Some of the benefits of this Commitment include:

- The ability of the Board of Directors to submit a proposal to the Court that is consistent with its fiduciary duties to all of its stakeholders and one that should ensure the support of the equity committee in the chapter 11 cases;
- The ability of the Company to obtain \$4.7 billion of capital without offering a "sweetheart" \$1.2 billion preferred stock deal to the Appaloosa/Cerberus Group that significantly dilutes the existing stockholders and results in this new insider group taking control of the Company through its acquisition of almost 30% of the Company's equity and its acquisition of veto rights;
- The ability to proceed with a rights offering that does not guarantee an allocation of equity (6.3 million shares) to a control group (i.e., the Appaloosa/Cerberus Group);

- The ability to endorse the management of the Company as announced on December 18, 2006, while at the same time ensuring that this management will report to an independent Board that is not subject to this proposed control group (i.e., the Appaloosa/Cerberus Group);
- A transaction that accepts the negotiated deal between the Company and General Motors Corporation ("GM") and that should be equally supported by this stakeholder and the other statutory committees;
- A transaction that offers existing stockholders the ability to capture the economic value of the enterprise, rather than allowing the taking of this value by the Appaloosa/Cerberus Group; and
- A transaction that we believe will be embraced by the market because it supports and is reflective of the current value of the Company.

COMMITMENT

Subject to the preparation and execution of definitive documents reflecting this Commitment as detailed herein, the following would be the principal terms under which Highland will commit to the equity investment in the Company and to support the Plan:

Equity Purchase and Rights Offering

The Company will conduct a Rights Offering (the "Rights Offering") by offering and selling shares of its Common Stock to its existing stockholders on the terms and subject to the conditions set forth in an Equity Purchase and Commitment Agreement (the "New Equity Agreement") to be entered into by the Company and the Plan Investor similar in form and substance to the one agreed to with the Appaloosa/Cerberus Group, except as provided herein. The Plan Investor will purchase any shares of Common Stock that are unsubscribed in the Rights Offering up to \$4.7 billion (the "Backstop") and receive a fee in the amount of 2.5% of the Rights Offering (the "Backstop Fee"). Subject to compliance with all applicable laws, all existing holders of Common Stock (the "Stockholders") holding a minimum of 0.5% of the currently issued and outstanding shares of Common Stock of the Company will be given the option to participate in the Backstop and earn their pro-rata share of the Backstop Fee. As more particularly to be set forth in the New Equity Agreement, the Rights Offering will provide (i) that the existing Stockholders will receive the right to acquire new common stock of the Company (the "Rights") either as part of confirmation of a Plan or subject to the effectiveness of a registration statement to be filed with the Securities Exchange Commission, (ii) that the Rights Offering be subject to prior approval of the Bankruptcy Court and satisfaction of certain other terms and conditions similar in scope to those set forth in the Equity Agreement and (iii) that the Rights will entitle the eligible Stockholders to purchase their pro rata share of the Common Stock at a discount to the anticipated business enterprise value of the reorganized Company and would be transferable by the original eligible Stockholders. The Rights Offering may be reduced to \$4.2 billion by the Plan Investor, subject to and on the terms specified herein.

No preferred stock in the reorganized Company will be offered or purchased pursuant to this Commitment by Highland.

Plan of Reorganization Framework

The Plan Investor will enter into a Plan Framework Support Agreement (the "New Plan Agreement") similar to the Plan Framework Support Agreement entered into with the Appaloosa/Cerberus Group, except as provided herein. The New Plan Agreement will outline the Company's proposed framework for the Plan and the treatment of claims and interests under the Plan will be as follows:

- All senior secured debt will be refinanced and paid in full and all allowed administrative and priority claims will be paid in full;
- Trade and other unsecured claims and unsecured funded debt claims will be reinstated pursuant to terms satisfactory to the Plan Investor or be satisfied in full with cash. The framework requires that the amount of allowed trade and unsecured claims (other than funded debt claims) not exceed \$1.7 billion;
- As is the case in the Appaloosa/Cerberus Proposal, in exchange for GM's financial contribution to the Company's transformation plan, and in satisfaction of GM's claims against the Company, GM will receive 7.0 million shares of Common Stock in the reorganized Company, \$2.63 billion in cash, and an unconditional release of any alleged estate claims against GM. In addition, as with other customers, certain GM claims would flow-through the chapter 11 cases and be satisfied by the reorganized Company in the ordinary course of business. Any other terms relating to GM as outlined in the Company's announcement dated December 18, 2006 will also be accepted by Highland; and
- All subordinated debt claims ("Preferred Holders") will be satisfied in full with cash. In the event the Plan Investor determines to reduce the Rights Offering to \$4.2 billion, the claims of the Preferred Holders would be satisfied

with \$450 million of common stock (10.0 million out of a total of 135.3 million shares) in the reorganized Company, at a deemed value of \$45 per share and the balance in cash.

As a result of the Plan and the Rights Offering, holders of existing equity securities in the Company will effectively receive 3.0 million out of a total of 135.3 million shares of Common Stock in the reorganized Company, at a deemed value of \$45 per share, and rights to purchase approximately 125.3 million shares of Common Stock in the reorganized Company for \$4.7 billion at a deemed exercise price of \$37.23 per share (subject to the Rights Offering becoming effective and certain other conditions). In the event the Plan Investor determines to reduce the Rights Offering to \$4.2 billion, holders of existing equity will receive rights to purchase approximately 115.3 million shares of common stock in the reorganized Company for \$4.2 billion at a deemed exercise price of \$36.56 per share.

Refinance of DIP Facility

Pursuant to the New Plan Agreement, the Plan Investor will support the Company with its announced efforts to refinance successfully in full its existing \$2.0 billion DIP facility and \$2.5 billion prepetition revolver and term loan facilities with JPMorgan Chase Bank, N.A. and other lenders as announced by the Company on December 18, 2006.

Improved Corporate Governance Structure

Because no preferred stock in the reorganized Company possessing veto rights will be issued and there will be no transfer of control pursuant to this Commitment, the common equity holders will be protected from a corporate governance perspective post-confirmation of the Plan. The executive management team as announced on December 18, 2006 will be left in place post-confirmation. Highland will also accept the terms of the Appaloosa/Cerberus Proposal that the Company be governed by a twelve (12) member Board of Directors, ten (10) of whom would be independent directors and two (2) of whom would be the new Executive Chairman and a new Chief Executive Officer and President.

However, with respect to the appointment of post-confirmation directors, a Board selection panel of six members will be created to choose the members of the reorganized Company board (the "Panel"). The Panel will consist of the Plan Investor and a maximum of two other significant stockholders of the reorganized Company, one representative from GM, one management representative, and one representative from the equity committee. This Panel will provide representation by all significant stakeholders, without granting control of this process to the Appaloosa/Cerberus Group.

Similar to the Appaloosa/Cerberus Proposal, the new board of directors will satisfy all New York Stock Exchange/NASDAQ independence requirements. Executive compensation for the reorganized Company will be on market terms and reasonably acceptable to the Plan Investor, and the overall executive compensation plan design will be described in the Company's disclosure statement and incorporated into the Plan.

Pension Funding

The Plan Investor will support the Company's earlier commitment to preserve its salaried and hourly defined benefit U.S. pension plans and will include an arrangement to fund approximately \$3.5 billion of its pension obligations similar to that proposed by the Appaloosa/Cerberus Group.

OTHER

Please note that the undersigned has devoted substantial time and resources to preparing this Commitment in a very short time frame given the timetable endorsed by the Company in connection with the Appaloosa/Cerberus Proposal. The undersigned is (1) prepared to proceed expeditiously to complete final documentation reflecting this Commitment; and (2) take appropriate action to move forward toward the full formulation and implementation of the transactions contemplated by this Commitment, including supporting the Debtors' efforts to obtain entry of any approval order required by the Bankruptcy Court.

This Commitment is subject to, and expressly conditioned on in a manner consistent with the Appaloosa/Cerberus Proposal, among other items, (1) the execution and delivery by all signatories thereto of definitive documentation reflective of the matters set forth herein; (2) the completion of limited confirmatory due diligence; and (3) the entry by the Bankruptcy Court of an order, in form and substance, reasonably satisfactory to Highland approving the transactions set forth herein. We are willing to proceed with the due diligence review immediately and will execute an appropriate confidentiality agreement as required or requested, by the Board.

Due to the financial strength of our organization and our position in the financial community, please be advised that we can provide, or cause to be provided, funds to satisfy the financial requirements of this Commitment and are in a position to consummate this transaction expeditiously.

Please note, moreover, that the material terms and conditions of this Commitment are as set forth herein, but this Commitment does not and cannot encompass all matters to be addressed in the definitive documentation. Those matters that are not addressed or definitively set forth herein are subject to further negotiations and future agreement of the parties.

At a minimum, we believe this Commitment sets forth a transaction that should be considered by the Board of Directors and its financial advisors, and requires the members of the Board to do so in an orderly and contemplative fashion consistent with their fiduciary duties to exercise due care. We believe the timetable that has been proposed by the Appaloosa/Cerberus Group as reflected in the Bankruptcy Court filings is not conducive to the process required by the Board to adequately assess these types of proposals. Therefore, we would respectfully request that the Board fully consider and discuss both proposals with its advisors before proceeding with a transaction that is not in the best interests of all stakeholders of the Company. To the extent the Board determines to proceed in accordance with the existing timetable, we are also willing to take the requisite action necessary to proceed.

We are available at any time to meet with the Board or representatives of the Board regarding this Commitment and look forward to the opportunity to address any questions or concerns you might have.

Very truly yours,

HIGHLAND CAPITAL MANAGEMENT, L.P.

By:

Name: Patrick H. Daugherty
Title: Secretary

cc: Mr. Robert "Steve" Miller, Chairman
Mr. Rodney O'Neal, President and Chief Executive Officer

(1) This proposal and commitment is not being made by or on behalf of, among other entities, Highland Credit Strategies Fund.

About Highland Capital Management, L.P.

Based in Dallas, Texas with offices in New York and London, Highland Capital Management, L.P. is an SEC-registered investment adviser specializing in credit, alternative investing and equity investments. Highland Capital currently manages approximately \$35 billion in leveraged loans, high yield bonds, structured products, distressed assets, equity investments and other assets for banks, insurance companies, pension plans, foundations, and endowments.

Big Delphi Holder Floats Alternate Funding Plan

Highland Offer May Gain Backers Amid Objections To Appaloosa-Cerberus Pact

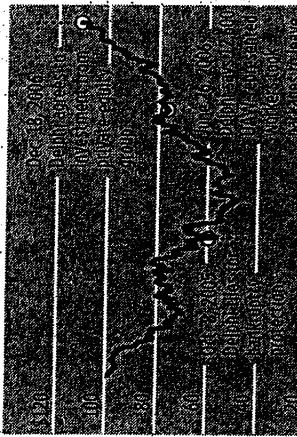
By JOHN D. STROLL

A battle for control of auto-parts giant Delphi Corp. could be shaping up between rival investor groups, highlighting the growing interest among private-capital players in the restructuring of the U.S. auto industry.

People familiar with the matter said Highland Capital, a hedge fund that is the second-largest shareholder in Delphi, plans to send a letter today to Delphi's board outlining a \$4.7 billion capitalization plan for Delphi, which is under Chapter 11 bankruptcy-court protection. That would counter a proposal from a group of investors led by Appaloosa Management and Cerberus Capital Management that would infuse up to \$3.4 billion in preferred and common equity into the company.

Highland, which owns 8.9% of Delphi's shares, could find support among other Delphi stakeholders amid discontent over its bankruptcy-emergence funding plan.

Revving Up
Delphi's 6.5% coupon bonds maturing Aug. 13, 2015, price per \$100 face value of the bonds



Source: Thomson Datastream

A Cerberus spokesman declined to comment, and Appaloosa officials couldn't be reached.

A Delphi spokeswoman said that the company anticipated that there might be "opposition to the Appaloosa-Cerberus plan. Not all parties will agree with all aspects of the plan," and she said dissenters will have a chance to voice concern in court. She declined to discuss specific communication with individual shareholders.

Delphi on Monday announced an eq-

uity plan forged with a group of investors led by Appaloosa, that could give those investors a huge stake in the auto supplier and strong representation on the company's board. Highland Capital is expected to demand that Delphi's board treat shareholders equally in the recapitalization of the company and that there be a promise of broader representation on the board, according to the people familiar with Highland's plans.

Highland also takes issue with Delphi and the Appaloosa team making the proposal through the courts during the holiday season, these people said. Highland doesn't want to change certain aspects of the Delphi-Appaloosa deal, such as the cash, debtor-in-possession financing, equity granted to former parent General Motors Corp., suggested terms with Delphi employees, or the amount of debt Delphi will carry.

Delphi's current deal with the Appaloosa-Cerberus group—which also includes hedge fund Harbinger Capital, Merrill Lynch & Co. and UBS AG's UBS Securities—gives the Appaloosa group exclusive rights to buy convertible preferred stock, valued at \$1.2 billion and \$200 million in common stock. Depending on the final restructuring plan, the group could end up with a 30% to 70% stake in Delphi after it emerges from bankruptcy

protection, Delphi has said.

Delphi's unsecured creditors and some of its biggest shareholders objected to the Appaloosa plan in bankruptcy court earlier this week. The creditors committee complained about "the extraordinarily broad corporate governance powers to be granted to the new money investors," saying those terms are "unacceptable." The committee also objected to the payment of "commitment fees to the proposed investors when they have nothing at risk."

Highland estimates Delphi would be worth about \$53 to \$58 a share when it emerges from bankruptcy-court protection. Highland, which holds a substantial amount of Delphi's debt, expects the company's value to increase in coming years as it begins operating with lower labor costs and an overall leaner structure.

—Joseph Rebello contributed

to this article.

Hearing Date and Time: January 12, 2007 at 10:00 a.m.
Objection Deadline: January 4, 2007 at 4:00 p.m.

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333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

**NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN**

PLEASE TAKE NOTICE that on December 22, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on January 12, 2007, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on March 20, 2006 (Docket No. 2883) ("Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden,

Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606
(Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017
(Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard) in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on January 4, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
December 22, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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333 West Wacker Drive, Suite 2100
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- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("THIRD 1121(d) EXCLUSIVITY EXTENSION ORDER")

Upon the motion, dated December 22, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtors' exclusive period for filing a plan of reorganization is extended to and including July 31, 2007.

3. The Debtors' exclusive period for soliciting acceptance of a plan of reorganization is extended to and including September 30, 2007.

4. Entry of this Order is without prejudice to (i) the Debtors' right to seek such additional and further extensions of the Exclusive Periods as may be necessary or appropriate or (ii) any party-in-interest's right to seek to reduce the Exclusive Periods for cause in accordance with 11 U.S.C. § 1121(d).

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January ___, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE ZIP | PHONE | FAX | PARTY FUNCTION |
|-------------------------------------|--|-------------------------|------------|------------|-----------|--------------|--------------|---|
| Butzel Long PC | David Dumouchel Laurie J. Michelson | 150 W. Jefferson Avenue | Suite 100 | Detroit | MI 48226 | 313-225-7004 | 313-225-7080 | Counsel to Cathy Rozanski |
| Clark Hill PLC | Martin E. Crandall | 500 Woodward Avenue | Suite 3500 | Detroit | MI 48226 | 313-965-8413 | 313-965-8252 | Counsel to Milan Belans |
| Jaffe, Raitt, Heuer & Weiss PC | Christopher A. Andreoff | 27777 Franklin Road | Suite 2500 | Southfield | MI 48034 | 248-351-3000 | 248-351-3082 | Counsel to Laura Marion |
| Kerr, Russell & Weber PLC | William A. Sankbeil | 500 Woodward Avenue | Suite 2500 | Detroit | MI 48226 | 313-961-0200 | 313-961-0388 | Co-counsel to John Blahnik |
| Miller Canfield Paddock & Stone PLC | Thomas W. Cranmer | 840 W. Long Lake Road | Suite 200 | Troy | MI 48098 | 248-267-3381 | 248-879-2001 | Counsel to John Blahnik and Peter Janak |
| Pepper Hamilton LLP | Matthew J. Lund Richard A. Rossman | 100 Renaissance Center | Suite 3600 | Detroit | MI 48243 | 313-259-7110 | 313-259-7926 | Counsel to Paul Free |

EXHIBIT I

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY FUNCTION |
|-------------------------------------|---------------------------------------|-------------------------|-------------------------------|------------------|-------|------------|--------------|--------------|---|
| Baker Botts L.L.P. | William H. Jeffress, Jr. | The Warner | 1299 Pennsylvania Avenue N.W. | Washington | D.C. | 20004-2400 | 202-639-7700 | 202-585-1087 | Counsel to J.T. Battenberg, III |
| Butzel Long PC | David Dumouchel | 150 W. Jefferson Avenue | Suite 100 | Detroit | MI | 48226 | 313-225-7004 | 313-225-7080 | Counsel to Cathy Rozanski |
| Clark Hill PLC | Laurie J. Michelson | 500 Woodward Avenue | Suite 3500 | Detroit | MI | 48226 | 313-965-8413 | 313-965-8252 | Counsel to Milan Belans |
| Jaffe, Raitt, Heuer & Weiss PC | Christopher A. Andreoff | 27777 Franklin Road | Suite 2500 | Southfield | MI | 48034 | 248-351-3000 | 248-351-3082 | Counsel to Laura Marion |
| Kerr, Russell & Weber PLC | William A. Sankbeil | 500 Woodward Avenue | Suite 2500 | Detroit | MI | 48226 | 313-961-0200 | 313-961-0388 | Co-counsel to John Blahnik |
| Miller Canfield Paddock & Stone PLC | Thomas W. Cranmer | 840 W. Long Lake Road | Suite 200 | Troy | MI | 48098 | 248-267-3381 | 248-879-2001 | Counsel to John Blahnik and Peter Janak |
| O'Melveny & Myers LLP | Robert M. Stern | 1625 Eye Street, NW | | Washington | D.C. | 20006-4001 | 202-383-5300 | 202-383-5414 | Counsel to Alan Dawes |
| Pepper Hamilton LLP | Matthew J. Lund Richard A. Rossman | 100 Renaissance Center | Suite 3600 | Detroit | MI | 48243 | 313-259-7110 | 313-259-7926 | Counsel to Paul Free |
| Stoneridge West | Eric Wapnick, Esq. | 41000 Woodward Avenue | | Bloomfield Hills | MI | 48304 | | | Counsel to Pam Geller |

EXHIBIT J

| CREDITORNAME | CREDITORNOTICENAME | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PARTY/FUNCTION |
|---|---|-----------------------------|-------------------------------------|-------------|-------|------------|--|
| Appaloosa Management L.P. | Ronald Goldstein | 26 Main Street | | Chatham | NJ | 07928 | Appaloosa Management L.P. |
| Cerberus Capital Management, L.P. | Lenard Tessler | 299 Park Avenue | | New York | NY | 10171 | Cerberus Capital Management, L.P. |
| Cleary Gottlieb Steen & Hamilton LLP | Leslie N. Silverman | One Liberty Plaza | | New York | NY | 10006 | Counsel to UBS Securities LLC |
| Delphi Corporation | John D. Sheehan, David M. Sherbin | 5725 Delphi Drive | | Troy | MI | 48098 | Delphi Corporation |
| Fried, Frank, Harris, Shriver & Jacobson | Bonnie Steingart Debra M. Torres | One New York Plaza | | New York | NY | 10004 | Counsel to Equity Security Holders Committee |
| General Motors Corporation | Michael Lukas | 767 Fifth Avenue | 14th Floor | New York | NY | 10153 | General Motors Corporation |
| General Motors Corporation | Chris Johnson, Frederick Fromm | 300 GM Renaissance Center | | Detroit | MI | 48265 | General Motors Corporation |
| Greenhill & Co. | Harvey R. Miller | 300 Park Avenue | | New York | NY | 10022 | Greenhill & Co. |
| Harbinger Del-Auto Investment Co. Ltd. c/o Harbinger Capital Partners | Philip A. Falcone | 555 Madison Avenue | 16th Floor | New York | NY | 10022 | Harbinger Del-Auto Investment Co. Ltd. c/o Harbinger Capital Partners |
| Kasowitz, Benson, Torres & Friedman LLP | David S. Rosner Michael M. Fay Adam L. Schiff | 1633 Broadway | | New York | NY | 10019 | Counsel to the Delphi Trade Committee |
| Kaye Scholer LLP | Lynn Fisher, Benjamin Mintz | 425 Park Avenue | | New York | NY | 10022-3598 | Counsel to Harbinger-Del Auto Investment Company, Ltd. c/o Harbinger Capital Partners |
| Kennedy, Jennick & Murray | Thomas Kennedy Susan Jennik Larry Magarik | 113 University Place | 7th Floor | New York | NY | 10003 | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers, Communicaitons Workers of America (IUE-CWA) |
| Latham & Watkins LLP | Robert J. Rosenberg Mitchell A. Seider Mark A. Broude | 885 Third Avenue | | New York | NY | 10022 | Counsel to Official Committee of Unsecured Creditors |
| Merrill Lynch & Co. | Robert Spork, Rick Morris | 4 World Financial Center | | New York | NY | 10080 | Merrill Lynch Pierce Fenner & Smith Incorporated |
| Milbank, Tweed, Hadley & McCoy | Gregory Bray, Thomas R. Keller | 601 South Figueroa Street | 30th Floor | Los Angeles | CA | 90017-5735 | Counsel to Cerberus Capital Management, L.P. |
| Milbank, Tweed, Hadley & McCoy | Thomas C. Janson | One Chase Manhattan Plaza | | New York | NY | 10005-1413 | Counsel to Cerberus Capital Management, L.P. |
| Paul, Weiss, Rifkind, Wharton & Garrison LLP | Andrew N. Rosenberg | 1285 Avenue of the Americas | | New York | NY | 10019 | Counsel to Merrill Lynch Pierce Fenner & Smith Incorporated |
| UBS Securities LLC | Osamu Watanabe | 299 Park Avenue | | New York | NY | 10171 | UBS Securities LLC |
| Weil, Gotshal & Manges LLP | Martin J. Bienenstock, Jeffrey L. Tanenbaum, Michael P. Kessler | 767 Fifth Avenue | | New York | NY | 10153 | Counsel to General Motors Corporation |
| White & Case LLP | Thomas E. Lauria | Wachovia Financial Center | 200 South Biscayne Blvd, Suite 4900 | Miami | FL | 33131-2352 | Counsel to Appaloosa Management L.P. and Harbinger Del-Auto Investment Company, Ltd. c/o Harbinger Capital Partners |
| White & Case LLP | Gregory Pryor | 1155 Avenue of the Americas | | New York | NY | 10036-2787 | Counsel to Appaloosa Management L.P. and Harbinger Del-Auto Investment Company, Ltd. c/o Harbinger Capital Partners |